

STANDARD INDUSTRIES LTD.

119th ANNUAL REPORT 2015-2016



STANDARD INDUSTRIES LTD.

Registered Office:

Plot No. 4, TTC Industrial Area, Thane Belapur Road, P.O. Millenium Business Park, Navi Mumbai 400 710.

Tel: 65162883/65162890 • Fax: 27780175 • E mail : standardgrievances@rediffmail.com

CIN : L17110MH1892PLC000089 • WEBSITE: www.standardindustries.co

NOTICE

Notice is hereby given that the **ONE HUNDRED & NINETEENTH ANNUAL GENERAL MEETING** of the Members of STANDARD INDUSTRIES LIMITED will be held at The Park Navi Mumbai, Plot No. 1, Sector 10, CBD Belapur, Navi Mumbai – 400 614, on Monday, the 27th June, 2016, at 3.00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. Audited Balance Sheet as at 31st March, 2016 and Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
 - b. Consolidated Audited Balance Sheet as at 31st March, 2016 and Consolidated Statement of Profit and Loss for the financial year ended on that date together with the Report of the Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri K. J. Pardiwalla (holding DIN 00015670), who retires by rotation and is eligible for re-appointment.
4. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (as amended from time to time) M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI firm’s Registration No. 117366W/W-100018), be and are hereby appointed as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors.”

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass, with or without modifications, the following:

AS AN ORDINARY RESOLUTION

“RESOLVED THAT the consent of the Company be and is hereby accorded pursuant to Section 188 of the Companies Act, 2013 (including any statutory modifications or amendments thereto) and other applicable provisions, if any, and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or amendments thereto) for the following material related party transactions with Shanudeep Private Limited:

- A. Leave & Licence Agreement for use of Office Premises admeasuring 9,000 Sq.ft. or thereabouts, at Vijjalaxmi Mafatlal Centre at 57A, Dr. G. Deshmukh Marg, Mumbai-400 026, for a period of 3 years from 19th August, 2016 to 18th August, 2019, at a licence fee of ₹ 8,10,000/- p.m. excluding applicable taxes, levies and sharing of common expenses.
 - B. Sharing of Facilities and/or Services at Vijjalaxmi Mafatlal Centre at 57A, Dr. G. Deshmukh Marg, Mumbai - 400 026, for a period of 3 years from 21st August, 2016 to 20th August, 2019, at service charges of ₹ 10,89,000/- p.m. excluding applicable taxes, levies and sharing of common expenses.”
6. To consider and, if thought fit, to pass, with or without modifications, the following:

AS A SPECIAL RESOLUTION

“RESOLVED THAT in supersession of the Ordinary Resolution passed under

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Section 293(1)(d) of the Companies Act, 1956 at the 96th Annual General Meeting of the Company held on 1st September, 1992 and pursuant to Section 180(1)(c) of the Companies Act, 2013 (including any statutory modifications and re-enactments thereof), other enabling provisions, if any, of the said Act and Memorandum and Articles of Association of the Company, consent be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to borrow any sum or sums of money from time to time from one or more banks, bodies corporate or financial institutions or from public or from other person(s) or authorities, by way of cash credit, advances, deposits or other loans, issue of debentures, commercial papers, whether unsecured or secured, by mortgage, charge, hypothecation or pledge of the Company's assets and properties whether movable and/or immovable or stock-in-trade (including raw materials, stores, spare parts and components, in stock or in transit), work in process and debts and advances notwithstanding that the sum or sums so borrowed together with the monies, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves which have not been set apart for any specific purpose but so that the total amount upto which the monies may be so borrowed shall not at any time exceed ₹ 300 Crores."

"RESOLVED FURTHER THAT in supersession of the Ordinary Resolution passed under Section 293(1)(a) of the Companies Act, 1956 at the 96th Annual General Meeting of the Company held on 1st September, 1992 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications and re-enactments

thereof), other enabling provisions, if any, of the said Act and Memorandum and Articles of Association of the Company and subject to the necessary consents, approvals and permissions, if applicable or required under any statutes/rules/regulations including those of lenders, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include a Committee of Directors constituted for the purpose) to create such charges, mortgages and hypothecations in addition to the existing charges created by the Company on such movable and immovable properties of the Company wherever situate, both present and future, in one or more tranches in favour of banks/ financial institutions, other investing agencies and trustees for the holders of debentures/ bonds/other instruments at such consideration and on such terms and conditions and in such manner and with effect from such date as the Board may deem fit together with the power to enter upon and takeover the management of the business and undertaking of the Company in certain events for securing any loans and/ or advances already obtained or that may be obtained and/or to secure any debentures, securities that may be issued and all interests, compound/additional interest, commitment charges, costs, charges, expenses and all other monies payable by the Company to the concerned lenders, shall not at any time exceed ₹ 300 crores."

"RESOLVED FURTHER THAT the Securities to be created by the Company for its borrowing as aforesaid may rank pari passu or such other ranking, as may be agreed to between the Board and concerned parties, with the security already created in the form of mortgage and/or charges already created or to be created in future by the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorised by the Board, be and is/are hereby authorised to finalise, settle and execute such documents/

deeds / writings / papers / agreements as may be required and do all acts, deeds, matters and things as may in its/his/their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company.”

NOTES:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy who shall not, act as proxy for any other Member. A Proxy Form is annexed to this Report.

- (b) The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 13th June, 2016, to Monday, the 27th June, 2016, (both days inclusive) for the purpose of Annual General Meeting & payment of dividend for the Financial Year ended 31st March, 2016. Those Members whose names appear in the Register of Members of the Company as on 10th June, 2016, will be eligible for dividend.

- (c) **National Electronic Clearing Service (NECS):**

As per directive from Securities and Exchange Board of India (SEBI), the Company has been using the National Electronic Clearing

Service (NECS) of the Reserve Bank of India (RBI), at designated locations, for payment of dividend to shareholders holding shares in dematerialized form. This service was extended by the Company also to shareholders holding shares in physical form, who chose to avail of the same. In this system, the investor's bank account is directly credited with the dividend amount.

Members holding shares in electronic form may intimate any change in their bank account details to their respective Depository Participant. Shareholders holding shares in physical form may communicate the change in their bank account details to the Company's Registrar & Share Transfer Agent, in which case the communication may be made in the Mandate Form separately enclosed in this Annual Report.

Shareholders holding shares in physical form who have not yet opted for the NECS Mandate Facility, are urged to avail of the same as this not only protects a shareholder against fraudulent interception and encashment of dividend warrants but also eliminates dependence on the postal system, loss/damage of dividend warrants in transit and correspondence relating to revalidation/ issue of duplicate dividend warrants.

Kindly ensure that the above instructions are under your signature (which should be as per specimen registered with the Depository Participant/Company's Registrar & Share Transfer Agent) and are communicated before 10th June, 2016, to facilitate receipt of dividend. Please note that if your new Core Bank Account Number is not informed as aforesaid, payment of your dividend to your old bank account number may either be rejected or returned. Kindly refer to the Mandate Form enclosed in this Annual Report for further details.

- (d) **Voting through electronic means**

The Company has engaged the services of Karvy Computershare Private Limited

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(Karvy) for facilitating remote e-voting for Annual General Meeting.

- I. 1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 119th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy.
2. The facility for voting through polling paper shall be made available at the venue of the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on Thursday, 23rd June, 2016 (9.00 a.m.) and ends on Sunday, 26th June, 2016 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th June, 2016, may cast their vote by remote e-voting.

The Remote e-voting module shall be disabled by Karvy at 5.00 p.m.

upon the expiry of aforesaid period. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

5. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an e-mail from Karvy [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Launch an internet browser and open <https://evoting.karvy.com>
 - (ii) Enter the login credentials (i.e. User ID and password) and captcha. If you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering the above details Click on - Login.
 - (iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You

need to login again with the new credentials.

- (v) On successful login, the system will prompt you to select the E-Voting Event.
- (vi) Select the EVENT of Standard Industries Limited and click on - Submit.
- (vii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
- (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at jatin@jsp-associates.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format 'Corporate Name_ EVENT NO.'

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are

not registered with the Company/ Depository Participant(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVENT (E-voting Event Number)	USER ID	PASSWORD

- (ii) Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.

- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website on <https://evoting.karvy.com> or call on toll free no. : 1-800-3454-001.
- III. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off-date of 20th June, 2016.
- V. Members who have acquired shares after the dispatch of the Annual Report and/or before the cut-off date, i.e. 20th June, 2016 may obtain the User ID and Password for exercising their right to vote by electronic means, in the following manner:
 - (a) If the mobile number of the member is registered against Folio No./DP ID and Client ID, the member may send SMS : MYEPWD <space> Event number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXX1234567

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- (b) If e-mail or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click 'forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (c) Member may call Karvy's toll free number 1-800-3454-001.
- (d) Member may send an e-mail request to evoting@karvy.com.
- VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off-date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- VII. Mr. Jatin S. Popat, Proprietor, JSP Associates, Practicing Company Secretary, (Membership No. 4047) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- IX. The Scrutinizer, after the conclusion of voting at the AGM, shall first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.standardindustries.co immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
- (e) The Dividend as recommended by the Directors when declared at the Annual General Meeting will be paid by dividend warrants drawn on designated Branches of HDFC Bank Limited from Wednesday, the 20th July, 2016, to those shareholders who have not opted for NECS Mandates. For those shareholders who have submitted their NECS Mandates, the dividend will be credited directly to their respective Bank Accounts.
- (f) The Company has already transferred on 31st October, 2015, the unclaimed dividends for the period October, 2007 to March, 2009, to the Investors' Education & Protection Fund (IEPF). The unclaimed dividend for the Accounting Periods ending 31st March, 2009 (Final Dividend) onwards are to be transferred to the IEPF on the dates given in the table below:

Financial Year	Date of Declaration of Dividend	Date for transfer to IEPF
October, 2007 To March, 2009	25.08.2009 (Final Dividend)	25.09.2016
April, 2009 To March, 2010	09.08.2010	08.09.2017
April, 2010 To March, 2011	04.08.2011	04.09.2018
April, 2011 To March, 2012	14.08.2012	14.09.2019
April, 2012 To March, 2013	14.08.2013	15.09.2020
April, 2013 To March, 2014	14.08.2014	15.09.2021
April, 2014 To March, 2015	29.09.2015	29.10.2022

Members who have so far not encashed the Dividend Warrants for the financial years ended March, 2009 (final dividend), onwards, are advised to submit their claims to the Company's Registrar and Share Transfer Agents, M/s. Karvy Computershare Private Limited, or the Company's Registered Office at Plot No. 4, TTC Industrial Area, Thane Belapur Road, P.O. Millenium Business Park, Navi Mumbai – 400 710.

- (g) Members holding shares in physical form are advised to avail of the nomination facility by filling the prescribed Form No. SH-13 which is available with M/s. Karvy Computershare Private Limited, the Registrar and Share Transfer Agents of the Company. Members holding shares in dematerialised form are requested to contact their depository participant, for recording their nomination.

In case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of self-certified photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for these transactions, is now mandatory.

- (h) The Company's securities are listed on the following Stock Exchanges:

Sr. No.	Name & Address of the Stock Exchange	Nature of Security
1.	BSE Ltd., Jeejeebhoy Towers, Dalal Street, Mumbai – 400 023.	Equity Shares
2.	National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.	—do—

The Company has paid Annual Listing fees to the above Stock Exchanges upto 31st March, 2017.

- (i) As part of the Green Initiative in Corporate Governance, and as permitted by Section 101 and Section 136 of the Companies Act, 2013 and rules made thereunder (as amended from time to time), listed companies are allowed to send notice and financial statements through electronic mode.
- (j) To support this green initiative of the Government, in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the appropriate columns in the Green Initiative Form attached hereto and register the same with M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032.

The Annual Report of the Company circulated to the members of the Company, is available on the Company's website: www.standardindustries.co

- (k) Appointment/Re-appointment of Directors:

Details to be furnished in respect of the Directors being proposed for appointment/re-appointment at the ensuing Annual General Meeting in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the following information is given hereunder:

Shri K. J. Pardiwalla is a Non-Executive Director of the Company.

Shri K. J. Pardiwalla was born on 24th July, 1937. He is a Chartered Accountant and has diverse experience in Financial Accounting, Taxation, Marketing and Management.

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Shri K. J. Pardiwalla was appointed as Managing Director from March, 1996 to August, 2011 and a Director of the Company from August, 2011 onwards.

Shri K. J. Pardiwalla is a Director on the Board of many Companies, viz., Standard Industries Limited, Stanrose Mafatlal Investments and Finance Limited, Vinadeep Investments Pvt. Ltd. and Stan Plaza Limited. He is a Member of the Stakeholders Relationship Committee and Nomination & Remuneration Committee of Standard Industries Limited and also a Member of Nomination & Remuneration Committee of Stanrose Mafatlal Investments and Finance Limited.

Shri K. J. Pardiwalla does not hold any shares in the Company.

By Order of the Board

TANAZ B. PANTHAKI
Vice President (Legal)
& Company Secretary

Registered Office:
Plot No. 4, TTC Industrial Area,
Thane Belapur Road,
P.O. Millenium Business Park,
Navi Mumbai - 400 710.
CIN : L17110MH1892PLC000089
Dated : 27th April, 2016

ANNEXURE TO THE NOTICE

Explanatory Statement as required under Section 102 of the Companies Act, 2013:

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Items Nos. 5 & 6 contained in the accompanying Notice dated 27th April, 2016.

Item No. 5

Shanudeep Private Limited, one of the promoters of the Company, is a private limited company wherein the directors of the Company are directors and/or members and hence a related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has been renewing from time to time the Leave & Licence Agreement with Shanudeep Pvt. Ltd., for use of their Office Premises admeasuring 9,000 Sq.ft. or thereabouts, at Vijyalaxmi Mafatlal Centre at 57A, Dr. G. Deshmukh Marg, Mumbai - 400 026.

The last renewal was for a period of one year from 19th August, 2015 to 18th August, 2016, at a licence fee of ₹ 8,10,000/- p.m. excluding applicable taxes, levies and sharing of common expenses.

The Company has also been renewing from time to time an arrangement for sharing of Facilities and/or Services, with Shanudeep Pvt. Ltd., at the above mentioned premises, for better enjoyment of the premises.

The aforesaid transactions with Shanudeep Private Limited are in the ordinary course of business and at arms' length basis.

The value of transactions with Shanudeep Private Limited pursuant to the Leave & Licence Agreement and Facilities & Services Agreement during the financial year 2015-16 has exceeded the materiality threshold specified in Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, i.e. 10% of the annual consolidated turnover of the Company. The Company had obtained approval of shareholders through special resolution for the duration covering financial year 2015-16 and some period of financial year 2016-17 at the Annual General Meeting held on 29th September, 2015.

The Company now proposes to renew the Leave and Licence Agreement with Shanudeep Private Limited at Vijyalaxmi Mafatlal Centre at 57A, Dr. G. Deshmukh Marg, Mumbai - 400 026, for a period of three years from 19th August, 2016 to 18th August, 2019, at a license fee of ₹ 8,10,000/- p.m. exclusive of all applicable taxes, levies and sharing of common expenses.

The Company also proposes to renew the arrangement for sharing of Facilities and/or Services, with Shanudeep Private Limited at Vijyalaxmi Mafatlal Centre at 57A, Dr. G. Deshmukh Marg, Mumbai - 400 026, for a period of three years from 21st August, 2016 to 20th August, 2019, for better enjoyment of the premises at service charges of ₹ 10,89,000/- p.m. exclusive of all applicable taxes, levies and sharing of common expenses.

The terms and conditions of renewed arrangements are identical to the previous terms and conditions which were approved by the Audit Committee, Board and Shareholders in 2015.

The Audit Committee has approved entering into the above Agreements at its meeting held

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on 27th April, 2016 as it is in the ordinary course of business and at arm's length basis. The Audit Committee also noted that the transactions with Shanudeep Private Limited pursuant to the new agreement proposed to be entered into will exceed the materiality threshold of 10% of the annual consolidated turnover of the Company during each of the financial years for the tenure of the Leave and Licence Agreement and Facilities & Services Agreement and hence will require approval of the shareholders by Ordinary Resolution as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors at its meeting held on 27th April, 2016, have approved entering into the said Leave and Licence Agreement and arrangement for sharing of Facilities and/or Services as material related party transactions subject to approval of the shareholders by Ordinary Resolution.

The approval of shareholders is sought for the entire tenure of the said Leave and Licence Agreement and arrangement for sharing of Facilities and/or Services.

The information required pursuant to Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 is provided in the Resolution and Explanatory Statement.

The Board of Directors of your Company recommend the Resolution at Item No. 5 for your approval as an Ordinary Resolution.

Shri Pradeep R. Mafatlal, Smt. Divya P. Mafatlal and Smt. Pravina R. Mafatlal may be regarded as interested in the Resolution to the extent of their shareholdings/directorships in Shanudeep Private Limited. None of the other Directors or Key Managerial Personnel or their relatives is concerned or interested in this Resolution.

Item No. 6

At the 96th Annual General Meeting of the Company held on 1st September, 1992, the

Members had authorized the Board of Directors to borrow monies and create security for such borrowing for the purpose of carrying on business of the Company so that the monies so borrowed shall not exceed ₹ 400 crores notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) would exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, the reserves not set apart for any specific purpose.

Section 180 of the Companies Act, 2013 corresponds to erstwhile Section 293 of Companies Act, 1956. The Ministry of Corporate Affairs (MCA), New Delhi had notified inter-alia the applicability of provisions of Section 180 of the Companies Act, 2013 with effect from 12th September, 2013. Further, MCA had issued General Circular No. 4/2014 dated 25th March, 2014 clarifying that the existing resolutions passed under erstwhile Section 293 of the Companies Act, 1956 will be valid for a period of 1 year from the effective date of Section 180. In view of the said circular, the earlier resolution passed in 1992 ceased to be operative from 11th September, 2014. Therefore, the Company is required to obtain a fresh approval from the shareholders before any amount is borrowed or any security is created.

In accordance with provisions of Section 180(1)(c) of the Companies Act, 2013, a company can borrow monies exceeding the aggregate of its paid up capital and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) with the approval of Members of the Company by way of a Special Resolution at item No. 6 of the Notice. The Company shall ensure that the debt equity ratio of the Company, at all times, will be within prudent limits.

Section 180(1)(a) of the Companies Act, 2013 provides for approval of shareholders by a Special Resolution to enable the Board of Directors of the Company to create charge/ mortgage/

hypothecation on the Company's assets, both present and future, in favour of the lenders/trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). Hence, approval of the shareholders is solicited vide Resolution No. 6.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members to borrow monies and create mortgages/charges on the assets of the company pursuant to provisions of Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013 .

None of the Directors and Key Managerial Personnel of the Company, including

their relatives, is in any way, concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board

TANAZ B. PANTHAKI
Vice President (Legal)
& *Company Secretary*

Registered Office:

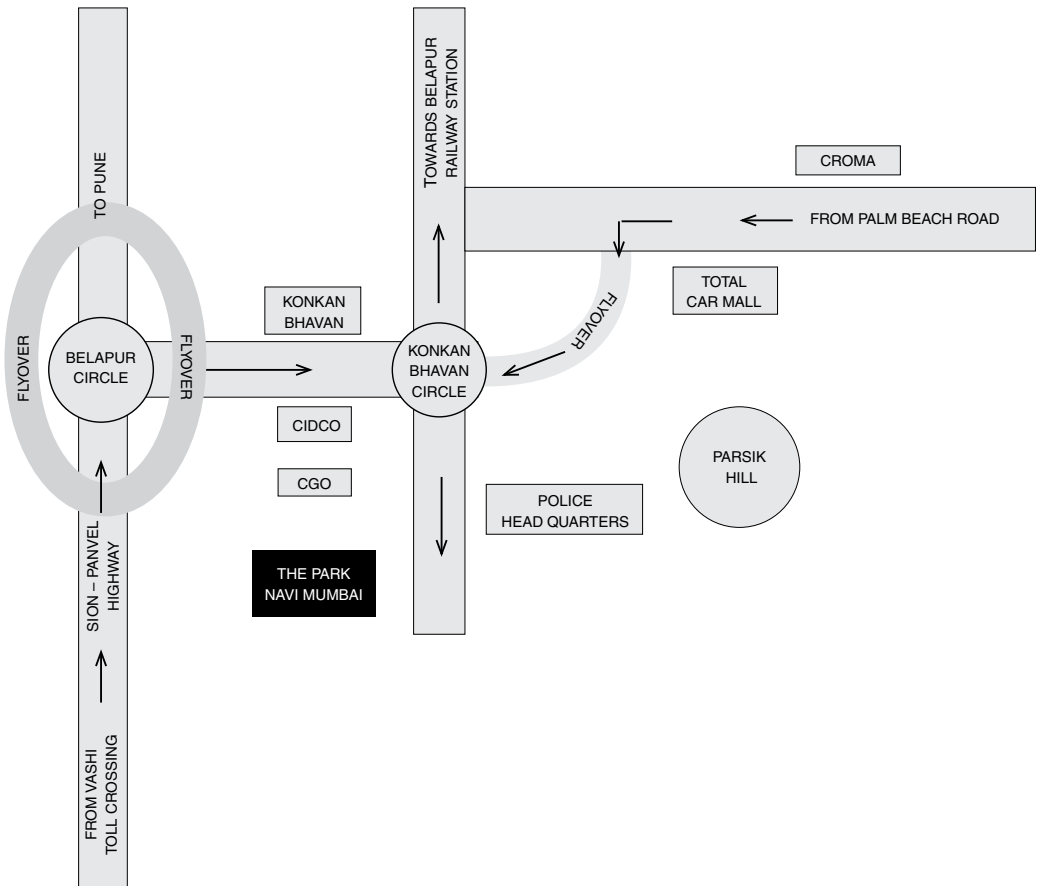
Plot No. 4, TTC Industrial Area,
Thane Belapur Road,
P.O. Millenium Business Park,
Navi Mumbai - 400 710.

CIN : L17110MH1892PLC000089

Dated : 27th April, 2016

ROUTE MAP TO THE VENUE

Reaching The Park Navi Mumbai



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Shareholders are requested kindly to bring their copy of the Annual Report to the Meeting as copies of Annual Report will not be distributed at the Meeting as a measure of economy.

STANDARD INDUSTRIES LTD.

BOARD OF DIRECTORS

SHRI PRADEEP R. MAFATLAL
Chairman

SHRI RUSSI JAL TARAPOREVALA

SHRI M. L. APTE

SHRI F. M. PARDIWALLA

SHRI K. J. PARDIWALLA

SMT. DIVYA P. MAFATLAL

SHRI D. H. PAREKH

Executive Director

SHRI SHOBHAN DIWANJI

BANKERS

HDFC BANK LIMITED

ICICI BANK LIMITED

IDBI BANK

THE HONGKONG AND SHANGHAI BANKING CORPN. LTD.

UCO BANK

KOTAK MAHINDRA BANK LTD.

AUDITORS

MESSRS. DELOITTE HASKINS & SELLS LLP,
Chartered Accountants

ADVOCATES & SOLICITORS

M/S. ALMT LEGAL

REGISTERED OFFICE

PLOT NO. 4, TTC INDUSTRIAL AREA,
THANE BELAPUR ROAD,
P.O. MILLENIUM BUSINESS PARK,
NAVI MUMBAI - 400 710

CIN : L17110MH1892PLC000089

WEBSITE : www.standardindustries.co

EMAIL : standardgrievances@rediffmail.com

CORPORATE OFFICE

VIJYALAXMI MAFATLAL CENTRE,
57A, DR. G. DESHMUKH MARG,
MUMBAI - 400 026.

CITY OFFICE

59, THE ARCADE, 1ST FLOOR,
WORLD TRADE CENTRE,
CUFFE PARADE, COLABA,
MUMBAI - 400 005.

REGISTRAR & SHARE TRANSFER AGENTS

Corporate Office:

Karvy Computershare Private Limited,
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda,
Hyderabad,
Telangana - 500 032.

Tel. Nos. : +91 40 6716 2222

Fax No. : +91 40 2342 0814

E-mail : einward.ris@karvy.com

Website : www.karvycomputershare.com

Mumbai Front Office:

Karvy Computershare Private Limited,
24-B, Raja Bahadur Mansion,
Ground Floor,
Ambalal Doshi Marg,
Behind BSE, Fort,
Mumbai - 400 023.

Tel. Nos. : +91 22 6623 5454/412/427

MANAGEMENT TEAM

SHRI D. H. PAREKH

Executive Director

SHRI D. M. NADKARNI

Vice President (Projects)

SMT. TANAZ B. PANTHAKI

Vice President (Legal) & Company Secretary

SHRI J. R. SHAH

Chief Financial Officer

STANDARD INDUSTRIES LTD.

FINANCIAL STATISTICS

	1-10-2005 to 31-3-2006 (6 mths.)	1-4-2006 to 30-9-2007 (18 mths.)	1-10-2007 to 31-3-2009 (18 mths.)	1-4-2009 to 31-3-2010
COMPANY OWNED:				
1. Fixed Assets (Net)	12800	1984	1870	3546
2. Investments	425	634	1443	6238
3. Net Current Assets	(238)	6542	12629	6463
4. Miscellaneous Expenditure	—	2296	—	—
Total Assets (Net)	12987	11456	15942	16247
COMPANY OWED:				
1. Loan funds	1149	—	—	—
2. Company's Net Worth:				
Equity Share Capital	3216	3216	3216	3216
Reserves and Surplus	8622	8240	12726	13031
Total Capital Employed	12987	11456	15942	16247
Debt/Equity Ratio#	0.08:1.00†	0.00:1.00†	0.00:1.00†	0.00:1.00†
Income	8325	12226	24683	3782
Raw Materials	670	—	—	—
Salaries and Wages	696	759	334	242
Operation and Other Expenses etc.	4446	9527	15680	2375
Interest	64	168	8	—
Excise duty	963	23	—	—
Profit before Depreciation and Taxes	1486	1749	8661	1165
Depreciation	527	1489	132	106
Profit before extra ordinary item and taxes	959	260	8529	1059
Taxes	(110)	(67)	(3158)	(193)
Profit after Taxes	849	193	5371	866
Refund of Income-tax	—	—	—	7
Balance brought forward from Previous Year	4705	5325	4943	9022
Depreciation on account of transitional provision of Schedule II to the Companies Act, 2013	—	—	—	—
Amount for Appropriation	5554*	5518*	10314*	9895*
Dividends	201	483	643	482
Tax on Dividends	28	82	109	80
Balance retained in business	5325	4953	9562	9333
Earnings per Equity Share ₹	1.32**	0.30**	8.35**	1.36**
Dividend paid per Equity Share ₹	0.3125**	0.75**	1.00**	0.75**

On Long term borrowings.

* Includes balance amount of profit brought forward from previous year.

† Without Revaluation Reserve.

** On equity Shares of ₹ 5/-.

(₹ in lakhs)

1-4-2010 to 31-3-2011	1-4-2011 to 31-3-2012	1-4-2012 to 31-3-2013	1-4-2013 to 31-3-2014	1-4-2014 to 31-3-2015	1-4-2015 to 31-3-2016
1371	2887	2878	2790	2603	3180
914	293	983	574	164	1590
12938	11472	9713	8502	8096	6872
—	—	—	—	—	—
15223	14652	13574	11866	10863	11642
—	—	—	—	—	2500
3216	3216	3216	3216	3216	3216
12007	11436	10358	8650	7647	5926
15223	14652	13574	11866	10863	11642
0.00:1.00†	0.00:1.00†	0.00:1.00†	0.00:1.00†	0.00:1.00†	0.27:1.00
1834	2334	1762	1432	1581	1063
—	—	—	—	—	—
169	239	195	176	180	188
1828	2042	2083	2305	1652	1802
—	—	—	—	—	94
—	—	—	—	—	—
(163)	53	(516)	(1049)	(251)	(1021)
133	89	95	95	149	119
(296)	(36)	(611)	(1144)	(400)	(1140)
—	—	—	—	—	—
(296)	(36)	(611)	(1144)	(400)	(1140)
19	26	97	—	—	—
9287	8449	7879	6801	5093	4090
—	—	—	—	22	—
9010*	8439*	7365*	5657*	4671*	2950*
482	482	482	482	482	482
78	78	82	82	98	98
8450	7879	6801	5093	4091	2370
(0.43)**	(0.02)**	(0.80)**	(1.78)**	(0.62)**	(1.77)**
0.75**	0.75**	0.75**	0.75**	0.75**	0.75**

STANDARD INDUSTRIES LTD.

DIRECTORS' REPORT

To

The Members,

Standard Industries Limited.

Your Directors hereby present the 119th Annual Report together with the Audited Statements of Accounts for the Financial Year ended 31st March, 2016.

FINANCIAL RESULTS

	Current Year 01.04.2015 to 31.03.2016 (₹ in lakhs)	<i>Previous Year</i> <i>01.04.2014 to</i> <i>31.03.2015</i> <i>(₹ in lakhs)</i>
Gross Operating Profit before depreciation and tax.....	(1021.70)	(251.38)
Less: Depreciation.....	118.71	148.75
Profit before Taxes.....	(1140.41)	(400.13)
Current Tax.....	—	—
Profit after Taxes	(1140.41)	(400.13)
Balance brought forward from previous year.....	4090.61	5092.77
Depreciation on account of transitional provision of Schedule II to the Companies Act, 2013	—	(21.32)
Amount available for Appropriation	2950.20	4671.32
APPROPRIATIONS :		
Proposed Dividend on Equity Shares	482.47	482.47
Corporate Tax on Dividend	98.24	98.24
Balance of Profit & Loss A/c. carried to Balance Sheet	<u>2,369.49</u>	<u>4,090.61</u>

In view of the absence of profits in the financial year, no amount is proposed to be transferred to the General Reserve.

Your Directors recommend the following dividend for the Financial Year 1st April, 2015 to 31st March, 2016, which, if approved by the Shareholders at the forthcoming Annual General Meeting to be held on 27th June, 2016, will be paid to those Shareholders whose names appear on the Register of Members of the Company on 10th June, 2016.

	Current Year 01.04.2015 to 31.03.2016 ₹	<i>Previous Year</i> <i>01.04.2014 to</i> <i>31.03.2015</i> ₹
₹ 0.75 per Equity Share of ₹ 5/- each on 6,43,28,941 Equity Shares [Previous year ₹ 0.75 per Equity Share of ₹ 5/- each on 6,43,28,941 Equity Shares]	<u>4,82,46,705.75</u>	<u>4,82,46,705.75</u>
	<u>4,82,46,705.75</u>	<u>4,82,46,705.75</u>

REAL ESTATE DIVISION

The Company had leasehold land of an area of 92 acres and 10 gunthas (approx. 92.25 acres) at Thane-Belapur Road, Navi Mumbai, for a term of 100 years computed from 1.8.1965. The Company has transferred and assigned to LOMA IT Park Developers Private Limited (LOMA), Singapore, an area of 30 acres located within the larger property of approx. 92.25 acres, for the remaining tenure of the lease with MIDC.

The Company is making serious & continued efforts to assign/develop the balance portion of 62.25 acres of the Company's leasehold land for, inter-alia, establishing a large-scale industry for Information Technology, Software Unit/IT Park and in this connection proposals are on for negotiations with various parties/facilitators for the assignment/development so as to monetize the balance 62.25 acres of the Company's leasehold land at Navi Mumbai.

Delayed revival of the Indian Economy and lack of business confidence has made the year under review challenging for the Real Estate Business coupled with inadequate funding and strict and prolonged regulatory process which leads to delays in obtaining approvals.

The Company owns a piece or parcel of land admeasuring 5413.92 sq. mtrs. or thereabouts being C.S. No. 211 under Parel-Sewree Division. Under the Development Plan, the said property is shown as reserved for recreation ground. Under the D.C. Regulation, in lieu of the reservation for recreation ground, the Company is entitled to either the market value of the land or Transferable Development Rights (TDR) benefits.

TRADING DIVISION

For the Financial Year under review, i.e. April, 2015 to March, 2016, the Company has achieved a Textile Trading turnover of ₹ 612 lakhs in comparison with ₹ 673 lakhs for the previous Financial Year.

The year under review was very lacklustre because of the tight financial situation in the Market. There was lot of competition from decentralized sector. However, the Company is optimistic and plans to increase the sales volume by adding new products in the existing range as well as trying to explore new market segments.

NATURE OF BUSINESS OF THE COMPANY

There has been no change in the nature of business of the Company.

HUMAN RESOURCES

Relations remain cordial with the employees during the year and there was all round co-operation.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company is not engaged in manufacturing activities during the year. Therefore, there is no information to submit in respect of conservation of energy and absorption of technology.

The Company has no foreign exchange earnings and outgoings during the year.

FIXED DEPOSITS

There are no outstanding deposits remaining unpaid as on 31st March, 2016. The Company has not accepted any deposits under Chapter V of the Companies Act, 2013 and rules made thereunder.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that :

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis; and
- (e) the Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DETAILS OF SUBSIDIARIES

1. Standard Salt Works Ltd.
2. Mafatlal Enterprises Limited

The Company has framed a "Policy for determining Material Subsidiaries" for identifying material subsidiaries. The web link where policy for determining 'Material' subsidiaries is disclosed is <http://standardindustries.co/pdf/PolicyfordeterminingMaterialSubsidiaries.pdf>

DONATIONS

During the Financial Year, the Company has contributed a sum of ₹ 72.54 lakhs to various Charitable and Educational Institutions.

DIRECTORS:

A) Directors

Pursuant to Article 158 of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Shri K. J. Pardiwalla is due to retire at the ensuing Annual General Meeting and is eligible for reappointment.

B) Declarations by Independent Directors and re-appointment.

Shri R.J. Taraporevala, Shri M.L. Apte, Shri F.M. Pardiwalla and Shri Shobhan Diwanji were appointed as Independent Directors to hold office for a term of five consecutive years from 14th August, 2014.

Declarations have been received from all the Independent Directors affirming that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

None of the Directors of the Company are disqualified from being appointed as Directors as specified in Section 164 of the Companies Act, 2013.

STANDARD INDUSTRIES LTD.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Report.

CHANGE IN THE REGISTRAR & SHARE TRANSFER AGENTS

M/s. Sharepro Services (India) Pvt. Ltd., Registrar and Transfer Agent of the Company was handling physical and electronic Share Registry Work. SEBI, vide its Order dated 22nd March, 2016, has advised all Companies who are clients of Sharepro Services (I) Private Limited to switchover their activities related to a Registrar to an issue and share transfer agent to another Registrar to an issue and share transfer agent registered with SEBI. Pursuant to the SEBI order and on recommendations of the Stakeholders Relationship Committee, the Board of Directors of the Company has appointed M/s. Karvy Computershare Pvt. Ltd. (Karvy), having its Corporate Office at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032, as the Company's new Registrar & Share Transfer Agent with effect from 16th May, 2016 which has been informed to BSE Limited and the National Stock Exchange of India Limited, stock exchanges where equity shares of the Company are listed. The Company has also issued a Press Release to that effect.

SIGNIFICANT AND MATERIAL ORDERS

There have been no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.

M/s. S.U. Kapasi & Co., Chartered Accountants, are the Internal Auditors of the Company and their remuneration is approved by the Audit Committee. The Company has proper and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorized use on disposition and transactions are authorized, recorded and reported correctly.

Internal control systems are supplemented by Internal Audit Reviews, coupled with guidelines and procedures updated from time to time by the Management.

Internal control systems are established to ensure that the financial and other records are reliable for preparing financial statements.

Internal Audit System is engaged in evaluation of internal control systems. Internal audit findings and recommendations are reviewed by the Management and Audit Committee of the Board of Directors.

M/s Deloitte Haskins & Sells LLP, Statutory Auditors, have been appointed to certify the adequacy and effectiveness of Internal Financial Control over financial reporting for the Financial Year 2015-16.

AUDITORS QUALIFICATIONS

There were no qualifications, reservations or adverse remarks made either by the Auditors or by the Practicing Company Secretary in their respective reports.

PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT

A separate statement containing the salient features of the financial statement of its subsidiaries in the prescribed form (AOC-1) is annexed to the financial statements of the Company.

EXTRACT OF THE ANNUAL RETURN

The extract of Annual Return pursuant to the provisions of Section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, is furnished in Form MGT-9 in **Annexure A** of this Report.

FORMAL ANNUAL EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Companies Act, 2013, the Board, based on recommendations of the Nomination and Remuneration Committee, has carried out an annual performance evaluation of its own performance and that of its statutory committees viz. Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and that of the individual Directors. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the Industry in which the Company operates, business model of the Company and related matters and familiarization programmes attended by Independent Directors are put up on the website of the Company at the link <http://www.standardindustries.co/pdf/FamiliarizationProgrammeforIndependentDirectors.pdf>

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year 5 Board Meetings were duly convened and held, the details of which are given in the Corporate Governance Report. The gap between the meetings was within the period prescribed under Section 173 of the Companies Act, 2013 and Regulation 17(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AUDIT COMMITTEE

The Audit Committee constituted by the Board of Directors of the Company comprises 3 Independent Non-Executive Directors :

Shri F. M. Pardiwalla	—	Chairman
Shri R. J. Taraporevala	—	Member
Shri M. L. Apte	—	Member

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

Vigil Mechanism/Whistle Blower Policy has been formulated with a view to provide a mechanism for Directors and Employees of the Company to approach the Audit Committee of the Board of Directors of the Company or any member of such Audit Committee. It

aims to provide a platform for the Whistle Blower to raise concerns on serious matters regarding ethical values, probity and integrity or any violation of the Company's Code, including the operations of the Company. The said Code has been displayed on the Company's website www.standardindustries.co

There have been no cases of frauds reported to the Audit Committee/Board during the year under review.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women in the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

There have been no complaints received during the year.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises Shri R.J. Taraporevala, Chairman, Shri M.L. Apte, Shri F.M. Pardiwalla, Shri K.J. Pardiwalla and Shri Shobhan Diwanji, Members. The Committee has laid down the Company's Policy on Directors appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other related matters.

Pursuant to Section 134(3)(e) and Section 178 of the Companies Act, 2013, the Company's Policy on Directors appointment & remuneration is attached as **Annexure B** to this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, are given in the Notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013, is disclosed in Form No. AOC-2 (Please refer **Annexure C** to the Directors' Report). The Company has framed a Policy on Related Party Transactions. The web link where Policy on dealing with Related Party transactions is disclosed is <http://standardindustries.co/pdf/PolicyonRelatedPartyTransactions.pdf>

DISCLOSURE UNDER SECTION 197(12) AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The requisite details relating to ratio of remuneration, percentage increase in remuneration etc. as stipulated under the above Rules are annexed as **Annexure D** to this report.

PARTICULARS OF EMPLOYEES

The Company has no employees in respect of whom the information as per Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, is required to be given.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed M/s. Nishant Jawasa & Associates, to undertake the secretarial audit of the Company. Report of the Secretarial Auditor is annexed herewith as **Annexure E**.

RISK MANAGEMENT POLICY

The Company has dissolved the Risk Management Committee as it has been non-functional pursuant to Regulation 21(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as the provisions of Risk Management Committee apply only to top 100 listed entities determined on the basis of market capitalization as at the end of the immediate previous financial year.

During the Financial Year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and minimization procedures. Business risk evaluation and management is an ongoing process with the Company.

CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) read with Schedule V E of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate Report on Corporate Governance and a certificate from the Auditors of the Company regarding compliance of the conditions of Corporate Governance are annexed.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Management Discussion and Analysis Report is annexed to this Report.

INSURANCE

All the properties/assets including buildings, furnitures/fixtures, etc. and insurable interests of the Company are adequately insured.

AUDITORS

It is proposed to appoint M/s Deloitte Haskins & Sells LLP, the existing statutory auditors of the Company for the current year.

In terms of Section 139 of the Companies Act, 2013 the members are requested to appoint Auditors for the current year. The Auditors have confirmed their eligibility under Section 141 of the Act & the Rules framed thereunder for reappointment as Auditors of the Company. As required under Regulation 33(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

For and on behalf of the Board

PRADEEP R. MAFATLAL
Chairman

Mumbai
Dated : 27th April, 2016.

STANDARD INDUSTRIES LTD.

ANNEXURE A TO THE DIRECTORS' REPORT

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L17110MH1892PLC000089
ii.	Registration Date	25th January, 1892
iii.	Name of the Company	STANDARD INDUSTRIES LIMITED
iv.	Category/Sub-Category of the Company	Public Company Limited by Shares
v.	Address of the Registered Office and contact details	Plot no. 4, TTC Industrial Area, Thane Belapur Road, PO Millenium Business Park, Navi Mumbai – 400 710 Tel. : 91 22 6516 2883, 6516 2890 Fax : 91 22 2778 0175 E-Mail : standardgrievances@rediffmail.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any.	M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032. Tel. No. +91 40 6716 2222 Fax No. +91 40 2342 0814 Email : einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main products/services	NIC Code of the product/service	% to total turnover of the Company
1.	Real estate activities	68100	90%
2.	Polyster cotton grey fabrics	46411	10%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1.	Standard Salt Works Ltd. 912 Alishan Awaas, Diwali Baugh, Athwa Lines Nanpura, Surat 395 001. Gujarat.	U24110GJ1979PLC003315	Subsidiary	100%	Sec 2(87)
2.	Mafatlal Enterprises Limited 59, The Arcade, 1st Floor, World Trade Centre, Cuffe Parade, Colaba, Mumbai 400 005. Maharashtra.	U24242MH1995PLC089649	Subsidiary	100%	Sec 2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Shareholding

Category of Shareholders	No. of Shares held. at the beginning of the year (01.04.2015)				No. of Shares. held at the end of the year (31.03.2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters									
(1) Indian									
(a) Individuals/H.U.F	0	0	0	0.00	0	0	0	0.00	0.00
(b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
(c) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d) Bodies Corporate	12948487	0	12948487	20.13	12948487	0	12948487	20.13	0.00
(e) Banks/Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A)(1)	12948487	0	12948487	20.13	12948487	0	12948487	20.13	0.00
(2) Foreign									
(a) Non Resident Individuals	13555	0	13555	0.02	13555	0	13555	0.02	0.00
(b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks/Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A)(2)	13555	0	13555	0.02	13555	0	13555	0.02	0.00
Total shareholding of Promoters (A)=(A)(1)+(A)(2)	12962042	0	12962042	20.15	12962042	0	12962042	20.15	0.00
(B) Public Shareholding									
(1) Institutions									
(a) Mutual Fund	3892	64167	68059	0.11	3892	64167	68059	0.11	0.00
(b) Banks/Financial Institutions	1337603	16292	1353895	2.10	25972	16292	42264	0.07	-2.03
(c) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	1782803	560	1783363	2.77	3079434	560	3079994	4.78	2.01
(g) Foreign Institutional Investors	97119	3000	100119	0.16	97119	3000	100119	0.16	0.00
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B)(1)	3221417	84019	3305436	5.14	3206417	84019	3290436	5.12	-0.02
(2) Non Institutions									
(a) Bodies Corporate									
i) Indian	3284725	54111	3338836	5.19	2783163	54026	2837189	4.41	-0.78
ii) Overseas	0	25000000	25000000	38.86	0	25000000	25000000	38.86	0.00
(b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	10524839	2074354	12599193	19.59	11413345	2028124	13441469	20.90	1.31
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	6613002	0	6613002	10.28	6344853	0	6344853	9.86	-0.42
(c) Others (specify)									
Non resident individuals	499156	11276	510432	0.79	441590	11362	452952	0.70	-0.09
Sub-Total (B)(2)	20921722	27139741	48061463	74.71	20982951	27093512	48076463	74.73	0.02
Total Public Shareholding (B)=(B)(1)+(B)(2)	24143139	27223760	51366899	79.85	24189368	27177531	51366899	79.85	0.00
(C) Shares held by Custodians for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
GRAND TOTAL (A) + (B) + (C)	37105181	27223760	64328941	100.00	37151410	27177531	64328941	100.00	0.00

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(ii) Shareholding of Promoters

Sr. No.	Name of the shareholder	No. of Shares held at the beginning of the year (01.04.2015)			No. of Shares held at the end of the year (31.03.2016)			% Change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1.	Stanrose Mafatal Investments And Finance Limited	12404487	19.28	0.00	12404487	19.28	0.00	0.00
2.	Shanudeep Private Limited	500000	0.78	0.00	500000	0.78	0.00	0.00
3.	Shri Pradeep Rasesh Mafatal	13555	0.02	0.00	13555	0.02	0.00	0.00
4.	Sheiladeep Investments Private Limited	11000	0.02	0.00	11000	0.02	0.00	0.00
5.	Vinadeep Investments Private Limited	11000	0.02	0.00	11000	0.02	0.00	0.00
6.	Gagalbhai Investments Private Limited	11000	0.02	0.00	11000	0.02	0.00	0.00
7.	Pradeep Investments Private Limited	11000	0.02	0.00	11000	0.02	0.00	0.00
	TOTAL	12962042	20.15	0.00	12962042	20.15	0.00	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Names	Shareholding at the beginning of the year (01.04.2015)		Remarks	Shareholding at the end of the year (31.03.2016)	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company
NO CHANGE						

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2015)		Increase/Decrease in shareholding	Remarks	Shareholding at the end of the year (31.03.2016)	
		No. of shares	% of total shares of the Company			No. of shares	% of total shares of the Company
1.	Satin Limited	25000000	38.86	—	—	25000000	38.86
2.	Tushad K. Cooper	1439199	2.24	—	—	1439199	2.24
3.	Life Insurance Corporation of India	1311631	2.04	—	—	1311631	2.04
4.	The Oriental Insurance Company Limited	1128472	1.75	15000	Sale	1113472	1.73
5.	The New India Assurance Company Limited	529316	0.82	—	—	529316	0.82
6.	Dhiren Mahendra Shah	0	0.00	408612	Purchase	408612	0.64
7.	International Financial Services Ltd.	75000	0.12	170000	Purchase	245000	0.38
8.	Nanubhai Premjibhai Bambharolia	217502	0.34	10000	Purchase	227502	0.35
9.	Jay Anand Stock Broking (P) Ltd.	348006	0.54	144103	Sale	203903	0.32
10.	Darashaw K Mehta	197227	0.31	—	—	197227	0.31
11.	Krishna C. Tandon (HUF)	407643	0.63	407643	Sale	0	0.63
12.	Krishna Chandra Tandon	406773	0.63	406773	Sale	0	0.63
13.	Sarojini Krishna Tandon	318217	0.49	318217	Sale	0	0.49
14.	New Consolidated Construction Co. Ltd	260000	0.40	0	Sale	0	0.40

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Names	Shareholding at the beginning of the year (01.04.2015)		Increase/Decrease in shareholding	Remarks	Shareholding at the end of the year (31.03.2016)	
		No. of shares	% of total shares of the Company			No. of shares	% of total shares of the Company
1.	Shri P. R. Mafatlal	13555	0.02	—	—	13555	0.02
2.	Shri R. J. Taraporevala	3482	0.01	—	—	3482	0.01
3.	Shri M. L. Apte	2300	0.00	—	—	2300	0.00
4.	Shri F. M. Pardiwalla	4650	0.01	—	—	4650	0.01
5.	Shri K. J. Pardiwalla	—	—	—	—	—	—
6.	Smt. Divya P. Mafatlal	—	—	—	—	—	—
7.	Shri D. H. Parekh	—	—	—	—	—	—
8.	Shri Shobhan Diwanji	—	—	—	—	—	—
9.	Smt. T. B. Panthaki	1175	0.00	—	—	1175	0.00
10.	Shri J. R. Shah	300	0.00	—	—	300	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL	NIL	NIL	NIL
(i) Principal Amount	—	—	—	—
(ii) Interest due but not paid	—	—	—	—
(iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
• Addition	25,00,00,000	NIL	NIL	25,00,00,000
• Reduction	NIL	NIL	NIL	NIL
Net Change	25,00,00,000	NIL	NIL	25,00,00,000
Indebtedness at the end of the financial year	NIL	NIL	NIL	NIL
(i) Principal Amount	25,00,00,000	NIL	NIL	25,00,00,000
(ii) Interest due but not paid	—	—	—	—
(iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	25,00,00,000	NIL	NIL	25,00,00,000

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(in ₹)

Sr. No.	Particulars of Remuneration	Name of MD/WTD Manager	
		Shri D. H. Parekh	
			Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income tax Act, 1961	27,70,833	27,70,833
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	8,97,251	8,97,251
	(c) Profits in lieu of salary under Section 17(3) of the Income tax Act, 1961	—	—
2.	Stock Option	—	—
3.	Sweat Equity	—	—
4.	Commission — as % of profit — others	—	—
5.	Others	—	—
	Total (A)	36,68,084	36,68,084
	Ceiling as per Act	In view of losses sustained by the Company, the remuneration is as per Schedule V of the Companies Act, 2013.	

B. Remuneration to other Directors:

(₹ in lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Shri R. J. Taraporevala	Shri M. L. Apte	Shri F. M. Pardiwalla	Shri Shobhan Diwanji	
1.	Independent Directors					
	• Fee for attending board committee meetings	1.60	2.60	3.40	1.80	9.40
	• Commission	—	—	—	—	—
	• Others, please specify	—	—	—	—	—
	Total (1)	1.60	2.60	3.40	1.80	9.40
		Shri P. R. Mafatlal	Shri K. J. Pardiwalla	Smt D. P. Mafatlal		
2.	Other Non-Executive Directors					
	• Fee for attending board committee meetings	1.80	2.20	0.60		4.60
	• Commission	—	—	—		—
	• Others, please specify	—	—	—		—
	Total (2)	1.80	2.20	0.60		4.60
	Total (B)=(1+2)					14.00
	Total Managerial Remuneration					
	Overall ceiling as per the Act					

C. Remuneration to Key Managerial Personnel other than MD/Manger/WTD

(in ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Smt T. B. Panthaki (Vice President (Legal) & Company Secretary)	Shri J. R. Shah Chief Financial Officer	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	9,42,410	7,57,616	17,00,026
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	32,400	—	32,400
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961			
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission — as % of profit — others			
5.	Others	—	—	—
	Total (A)	9,74,810	7,57,616	17,32,426
	Ceiling as per Act			

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of penalty/punishment/compounding fees imposed	Authority [RD/NCLT/Court]	Appeal made, if any
A. Company					
Penalty			NONE		
Punishment					
Compounding					
B. Directors					
Penalty			NONE		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			NONE		
Punishment					
Compounding					

ANNEXURE B TO THE DIRECTORS' REPORT

POLICY ON DIRECTORS APPOINTMENT & REMUNERATION

Nomination & Remuneration Policy

The Remuneration Committee of Standard Industries Limited ("the Company") was constituted on 9th December, 2002. In order to align with the provisions of the Companies Act, 2013 and the Listing Agreement, the Board on May 13, 2014 renamed the "Remuneration Committee" as "Nomination and Remuneration Committee".

OBJECTIVE

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement.

The Key Objectives of the Committee would be:

- a) to guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) to recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

DEFINITIONS

(a) Key Managerial Personnel: Key Managerial Personnel means—

- i. Chief Executive Officer or the Managing Director or the Manager;
- ii. Company Secretary;
- iii. Chief Financial Officer; and
- iv. such other officer as may be prescribed.

(b) Senior Management: Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the executive directors including all functional heads.

ROLE OF COMMITTEE

The role of the Committee inter alia will be the following:

- a) to formulate a criteria for determining qualifications, positive attributes and independence of a Director;
- b) to recommend to the Board the appointment and removal of Senior Management;
- c) to carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance;
- d) to recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and (ii) Executive Directors remuneration and incentive;
- e) to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- f) ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- g) to devise a policy on Board diversity;
- h) to develop a succession plan for the Board and to regularly review the plan.

MEMBERSHIP

- a) The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent;
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting;
- c) Membership of the Committee shall be disclosed in the Annual Report;
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director;
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee;

- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman;
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated;
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee;
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- Identifying and recommending Directors who are to be put forward for retirement by rotation;
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board;
- Considering any other matters as may be requested by the Board.

REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate with regard to the remuneration of the members of the Board.
- to approve the remuneration of the Senior Management including Key Managerial Personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company.
- to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- to consider any other matters as may be requested by the Board;

MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

ANNEXURE C TO THE DIRECTORS' REPORT

FORM NO. AOC – 2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1.	Details of contracts or arrangements or transactions not at arm's length basis: N. A.	
2.	Details of material contracts or arrangements or transactions at arm's length basis:	
(a)	Name(s) of the related party and nature of relationship	Shanudeep Private Limited is the promoter of the Company. It holds 0.78% shares in the Company. The Chairman of the Company is also the shareholder and Chairman of Shanudeep Private Limited. His wife Smt. Divya P. Mafatlal, Director of the Company is also a Director of Shanudeep Private Limited. His mother, Smt. Pravina R. Mafatlal is also a Director and shareholder of Shanudeep Private Limited.
(b)	Nature of contracts/arrangements/ transactions	(i) Use of office premises on Leave and Licence (ii) Availing facilities and amenities
(c)	Duration of the contracts/arrangements/ transactions	(i) From 19th August, 2010 to 18th August, 2015 Extended for a period of 1 year i.e. from 19th August, 2015 to 18th August, 2016. (ii) From 21st August, 2013 to 20th August, 2016
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	(i) Use of office premises admeasuring 4500 sq. ft. or thereabouts on the 1st Floor and 4500 sq. ft. or thereabouts on the 3rd Floor of Vijjalaxmi Mafatlal Centre, 57-A, Dr. G. Desmukh Marg, Mumbai on leave and licence basis at licence fees of ₹8,10,000/- p.m. excluding applicable taxes, levies and sharing of common expenses. (ii) Availing Facilities and Services at the aforesaid premises by paying ₹10,89,000/- p.m. as service charges excluding applicable taxes, levies and sharing of common expenses.
(e)	Date(s) of approval by the Board, if any:	(i) 26th May, 2010 and 29th May, 2015 (ii) 21st May, 2013
(f)	Amount paid as advances, if any:	Nil

ANNEXURE D TO THE DIRECTORS' REPORT

Disclosure under Section 197(12) of the Companies Act, 2013 read with and Rule 5(1) of the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014.

A. Ratio of remuneration of each Director to the Median remuneration of all the employees of the Company for the financial year 2015-16 is as follow:

Name of the Director	Total Remuneration (₹)	Ratio of remuneration of Director to the median remuneration
D. H. Parekh	36,68,084/-	5.02

Notes:

- The Information provided above is on standalone basis.
- The aforesaid details are calculated on the basis of remuneration for the financial year 2015-16.
- Median remuneration of the Company for all its employees is ₹ 7,31,043/- for the financial year 2015-16.

B. Details of percentage increase in the remuneration of each Director, Company Secretary and CFO in the financial year 2015-16.

Name	Designation	Remuneration (in ₹)		Increase %
		2015-2016	2014-2015	
D. H. Parekh	Executive Director	36,68,084	31,11,872	17.87*
Tanaz B. Panthaki	VP (Legal) & Company Secretary	9,74,810	10,53,529	—
Jayantkumar R. Shah	Chief Financial Officer	7,57,616	6,37,798	18.79*

* On account of perquisites not availed during previous year which was availed during current year.

Note: Remuneration to Director within the overall limits approved by the Shareholders.

C. Percentage increase in the median remuneration of all employees in the financial year 2015-16

Particulars	2015-16 (₹)	2014-15 (₹)	Increase %
Median remuneration of all employees per annum	7,31,043	6,31,576	15.75

D. Number of permanent employees on the rolls of the Company as on 31st March, 2016

Particulars	Number of employees
Executive/Manager Cadre	13
Staff	2
Total	15

E. Explanation on the relationship between average increase in the remuneration and Company performance:

The increase in average remuneration of all employees in the financial year 2015-16 as compared to the financial year 2014-15 was 10.46%

The key indices of Company's performance are:

Particulars	2015-16	2014-15	Growth %
Net Revenue from Operations	630	690	—
(Loss) Before Tax and Exceptional items	—	(400)	—
(Loss) After tax	(1,140)	(400)	—

The Company is committed in ensuing fair pay and a healthy work environment for all its employees. The Company offers competitive compensation to its employees. The pay also incorporates external factors like cost of living to maintain concurrence with the environment. The Company maintains a simple compensation structure.

Thus, there will be a positive correlation in the increase in remuneration of employees and the Company's performance.

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F. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.

The remuneration of Key Managerial Personnel increased by around 12.44% in 2015-16, compared to 2014-15, whereas the Loss Before Tax and exceptional items increased by 185% in 2015-16, compared to 2014-15.

G. Details of Share price and market capitalization:

The details of variation in the market capitalization and price earnings ratio as at the closing date of the current and previous financial years are as follows:

Particulars	As on 31st March 2016	As on 31st March 2015	Increase/ (Decrease) %
Price Earnings Ratio	Negative	<i>Negative</i>	Negative
Market Capitalization (₹ in crores)	153.10	<i>140.88</i>	8.67

Comparison of share price at the time of last public offer and market price of the share of 31st March, 2016

Particulars	Amount in ₹
Market Price as on 31st March, 2016	23.80
Price at the time of last public offer in the year 1994	60.00
% decrease of market price over the price at the time of last public offer	60.33%

H. Comparison of average % increase in salary of employees other than the Key Managerial Personnel and the percentage increase in the key managerial remuneration.

(Amount in ₹)

Particulars	2015-16	2014-15	Increase %
Average salary of all employees	6,76,915	<i>6,02,589</i>	12.33
Key Managerial Personnel:			
Salary of Executive Director	36,68,084	<i>31,11,872</i>	17.87*
Salary of CS & CFO	17,32,426	<i>16,91,327</i>	2.43*

* On account of perquisite not availed during the previous year which was availed during current year.

I. The key parameters for any variable component of remuneration availed by the directors: Not applicable

J. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: None

K. It is affirmed that the remuneration paid is as per the Nomination and Remuneration policy of the Company.

ANNEXURE E TO THE DIRECTORS' REPORT**Form No. MR- 3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Standard Industries Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Standard Industries Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

We report that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, there were no actions/events in pursuance of:

- (a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
 - (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- requiring compliance thereof by the Company during the financial year.

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We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with The Stock Exchanges.

We further report that based on the information provided by the Company, its officer and authorized representatives during the conduct of Audit, and also review of the quarterly compliances report by respective departmental head/ Company Secretary taken on record by the Board of Directors of the Company, in our opinion adequate system and processes and control mechanism exists in the Company to monitor and ensure compliance with applicable general laws like labour laws.

We further report that the Board of Directors of the Company is constituted with proper balance of Executive Directors and Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings of the Board of Directors and committees thereof all decisions were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there was no other specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Nishant Jawa & Associates
Company Secretaries

NISHANT JAWASA
Proprietor
FCS No: 6557
C. P. No.: 6993

Place: Mumbai
Date: 27th April, 2016

CORPORATE GOVERNANCE

INTRODUCTION

Company's Philosophy on Corporate Governance

The Company adheres to good corporate practices and is constantly striving to better them. The Company values business transparency, integrity and accountability. The Company follows the principle of fair representation and full disclosures in all its dealings and communication thereby protecting the rights and interests of shareholders.

I. BOARD OF DIRECTORS

A. Composition and category of Directors is as follows:

Name of Directors	Category Executive/ Non-Executive/ Independent	No. of Board Meetings attended during 2015-2016	Whether attended AGM held on 29th September, 2015	No. of other Directorships and Committee Memberships	
				Other Directorships (including Private Companies)	Other Committee Memberships**
Shri Pradeep R. Mafatlal Chairman	Promoter Non-Executive	5	No	10*	1
Shri Russi Jal Taraporevala	Non-Executive & Independent	2	No	2	2(1)
Shri M. L. Apte	Non-Executive & Independent	5	No	6	4(1)
Shri F. M. Pardiwalla	Non-Executive & Independent	5	Yes	1	2(1)
Shri K. J. Pardiwalla	Non-Executive	5	Yes	3	—
Smt Divya P. Mafatlal	Promoter Non-Executive	3	No	6	—
Shri D. H. Parekh	Executive Director	5	Yes	5	—
Shri Shobhan Diwanji	Non-Executive & Independent	5	No	1	1

* Including Foreign Companies.

** Figure in brackets indicate Committee Chairmanships.

50% of the strength of the Board of Directors comprises Non-Executive Independent Directors.

Note: Smt. Divya P. Mafatlal is the wife of Shri Pradeep R. Mafatlal, Chairman of the Company.

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B. Number of Board Meetings held and dates on which such Meetings were held.

Five Board Meetings were held during the Financial Year from 1st April, 2015 to 31st March, 2016. The dates of such Board Meetings are 28.04.2015, 29.05.2015, 13.08.2015, 28.10.2015 and 12.02.2016.

II. AUDIT COMMITTEE

The Audit Committee constituted by the Board of Directors of the Company comprises 3 Independent Non-Executive Directors.

Shri F. M. Pardiwalla	..	Chairman
Shri R. J. Taraporevala	..	Member
Shri M. L. Apte	..	Member

The Vice President (Legal) & Company Secretary acts as a Secretary to the Committee. Shri P. R. Mafatlal, Chairman, Shri D.H. Parekh, Executive Director, Shri Jayantkumar R. Shah, CFO, the Statutory Auditors and Internal Auditor attend the Meetings on invitation from the Chairman of the Committee.

The terms of reference of the Audit Committee are in accordance with the provisions of Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter alia includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing and examining, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements

- Disclosure of any related party transactions
 - Modified opinion(s) in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

During the Financial Year ended 31st March, 2016 the Audit Committee met four times. Attendance during the Financial Year is as under:

Members	Meetings attended
Shri F. M. Pardiwalla, Chairman	4
Shri R. J. Taraporevala	2
Shri M. L. Apte	4

III. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee deals with matters relating to shareholders/investors grievances viz. non-receipt of Annual Reports, non-receipt of declared Dividend and its redressal etc.

During the Financial Year ended 31st March, 2016, the aforesaid Committee met 4 times.

Members	Meetings attended
Shri K. J. Pardiwalla, Chairman	4
Shri R. J. Taraporevala	2
Shri P. R. Mafatlal	4
Shri F. M. Pardiwalla	4

Name and designation : Smt. T. B. Panthaki,
of the Compliance Officer Vice President (Legal)
& Company Secretary.

Number of Shareholders' : Nil
Complaints received during
the financial year 1st April,
2015 to 31st March, 2016.

Number of complaints not : Nil
resolved to the satisfaction
of shareholders.

Number of pending share : Nil
Transfers/complaints

Prohibition of Insider Trading

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015.

IV. NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee comprises five Non-Executive Directors, viz. Shri Russi Jal Taraporevala, Chairman, Shri M.L. Apte, Shri F.M. Pardiwalla, Shri K.J. Pardiwalla & Shri Shobhan Diwanji.

The powers, role and terms of reference of the Nomination & Remuneration Committee covers the areas as contemplated under Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors. The role includes formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees; formulation of criteria for evaluation of Independent Directors and the Board; devising a policy on Board diversity and identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down; and recommend to the Board their appointment and removal.

The aforesaid Committee met twice during the Financial Year from 1st April, 2015 to 31st March, 2016.

Members	Meetings attended
Shri R. J. Taraporevala, Chairman	1
Shri M. L. Apte	2
Shri F. M. Pardiwalla	2
Shri K. J. Pardiwalla	2
Shri Shobhan Diwanji	2

Remuneration Policy

Payment of remuneration to the Executive Director is as per the terms of his appointment. The terms of his appointment were approved by the Nomination & Remuneration Committee, the Board and the shareholders in the year 2014. The remuneration structure comprises salary, perquisites and contributions to Provident Fund, Superannuation and Gratuity.

The Nomination and Remuneration Policy was approved by the Board of Directors is annexed as Annexure B to the Directors' Report.

The remuneration paid to Shri D.H. Parekh, Executive Director, during the Financial Year, is as under:

(₹ in lakhs)

	Salary	Per- quisites	Contri- butions	Total
Shri D. H. Parekh	29.91	5.29	7.42*	42.62

* Includes the Company's contribution to Provident Fund; Superannuation Fund & Gratuity.

Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board, based on recommendations of the Nomination and Remuneration Committee, has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Stakeholders Relationship Committees.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as attendance at the meetings, professional conduct, participation and contribution, independence of judgment safeguarding the interest of the Company and its stakeholders including minority shareholder, etc. Performance evaluation of Executive Director was carried out on parameters such as contribution towards strategic planning, compliance and governance, rewards and recognition, leadership, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

V. INDEPENDENT DIRECTORS' COMMITTEE

The Independent Directors' Committee comprises the following Directors:

Shri Russi Jal Taraporevala	..	Member
Shri M. L. Apte	..	Member
Shri F. M. Pardiwalla	..	Member
Shri Shobhan Diwanji	..	Member

The Independent Directors met twice during the financial year viz. on 29th May, 2015 and 12th February, 2016, inter-alia, to consider

- the performance for Non-Independent Directors and the Board as a whole.
- the performance of the Chairman of the Company.
- assessing the quality, quantity and timeliness of flow of information.

The web link where details of Familiarization programmes are imparted to Independent Directors is <http://www.standardindustries.co/pdf/FamiliarizationProgrammeforIndependentDirectors.pdf>

VI. INVESTMENT COMMITTEE

The Investment Committee is vested with powers to invest an amount not exceeding ₹300 Crores from the excess funds available with the Company in Initial Public Offers (IPOs), purchase of shares from Secondary Markets, Mutual Funds/Fixed Deposits with various Banks, etc. The said Committee has been formed under the provisions of Section 179(3) of the Companies Act, 2013.

The Investment Committee comprises two Directors, viz. Shri Pradeep R. Mafatlal and Shri K. J. Pardiwalla. The Committee met four times during the Financial Year i.e. 29.05.2015, 13.08.2015, 28.10.2015 and 12.02.2016.

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VII. RISK MANAGEMENT COMMITTEE

The Company has dissolved the Risk Management Committee as it has been non-functional pursuant to Regulation 21(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as the provisions of Risk Management Committee apply only to top 100 listed entities determined on the basis of market capitalization as at the end of the immediate previous financial year.

During the Financial Year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and minimization procedures. Business risk evaluation and management is an ongoing process with the Company.

VIII. CODE OF CONDUCT

The Board of Directors have adopted the Code of Conduct for the Directors as also for the Members of Senior Management. The said Code has been communicated to all the Directors and Members of the Senior Management and they have affirmed their compliance with the Code of Conduct as approved and adopted by the Board of Directors. A declaration to the effect that the Directors and Senior Managerial Personnel have adhered to the same, signed by the Executive Director of the Company, forms part of this Report.

A copy of the Code has been put on the Company's website www.standardindustries.co.

IX. DIRECTORS' REMUNERATION PAID DURING THE FINANCIAL YEAR ENDED 31st MARCH, 2016.

Name of the Directors	Remuneration paid during April, 2015 to March, 2016			No. of shares held as on 31.03.2016
	Sitting Fees ₹	Salary & Perks ₹	Total ₹	
Shri Pradeep R. Mafatlal, Chairman	1,80,000	-	1,80,000	13,555
Shri Russi Jal Taraporevala	1,60,000	-	1,60,000	3,482
Shri M. L. Apte	2,60,000	-	2,60,000	2,300
Shri F. M. Pardiwalla	3,40,000	-	3,40,000	4,650
Shri K. J. Pardiwalla	2,20,000	-	2,20,000	-
Smt. Divya P. Mafatlal	60,000	-	60,000	-
Shri D. H. Parekh, Executive Director	-	42,61,574*	42,61,574*	-
Shri Shobhan Diwanji	1,80,000	-	1,80,000	-
TOTAL	14,00,000	42,61,574	56,61,574	

* Includes the Company's contribution to Provident Fund; Superannuation Fund & Gratuity.

The Company does not pay any remuneration to its Non-Executive Directors, apart from Sitting Fees paid to them for the Board Meetings and Committee Meetings attended by them during the year.

No fixed component and performance linked incentives have been paid or is payable to Directors for the year under review.

The tenure of appointment of the Executive Director is for a period of 3 years ending 1st August, 2017. Either party is entitled to terminate the appointment by giving 3 months' Notice from either side or by giving him 3 months' salary in lieu of Notice.

X. SHAREHOLDERS' INFORMATION

(a) Location and time where the last 3 AGM/EGM were held:

Year	AGM	Location	Date and Time
2014-2015	AGM	The Park Navi Mumbai, Plot No. 1, Sector 10, CBD Belapur, Navi Mumbai-400 614.	29.09.2015 at 3.00 p.m.
2013-2014	AGM	---do---	14-08-2014 at 1.00 p.m.
2012-2013	AGM	---do---	14-08-2013 at 3.00 p.m.

(b) Whether any Special Resolutions were passed in the previous 3 Annual General Meetings:

Year	Special Resolutions
2014-2015	Approval of material related party transactions with Shanudeep Private Limited
2013-2014	Re-appointment of Shri D. H. Parekh as an Executive Director for a period of 3 years w.e.f. 2nd August, 2014.
2012-2013	Payment of commission not exceeding 1% of the net profits of the Company to the Non-Executive Directors of the Company for a period of 5 years commencing from 1st October, 2012.

(c) Whether any Special Resolutions were put through postal ballot last year, details of voting pattern:

No Special Resolution was put through postal ballot during the year under review. As of date, the Company does not have any proposal for postal ballot.

XI. DISCLOSURES

- (a) Disclosures on materially significant related party transactions, i.e. transactions of the Company of material nature, with its promoters, the Directors or the Management, their subsidiaries or relative etc. that may have potential conflict with the interests of the Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company.

Transactions with the related parties are disclosed in Note No. 27(d) to the 'Notes on Accounts' annexed to the Financial Statements for the year under review.

- (b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

None

(c) Whistle Blower Policy

The Company has formulated a Vigil Mechanism/Whistle Blower Policy with a view to provide a mechanism for Directors and employees to approach the Audit Committee or any member of Audit Committee. During the year under review no employee was denied access to the Audit Committee.

(d) The Company has complied with all the mandatory requirements as prescribed in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The following discretionary requirements have been adopted by the Company:

- (a) Auditor's Report does not contain any qualifications.
- (b) The Company has appointed separate persons to the posts of Chairman and Executive Director.
- (c) The Internal Auditors report directly to the Audit Committee.

XII. MEANS OF COMMUNICATION

The Board of Directors of the Company approves and takes on record the Unaudited Quarterly Results and Audited Annual Results in the proforma prescribed by the Stock Exchanges and announces forthwith the results to all the Stock Exchanges where the shares of the Company are listed. The same are published within 48 hours in Free Press Journal (Mumbai edition) and Nav Shakti (Mumbai edition) and are also uploaded on the Company's website www.standardindustries.co

The Management Discussion and Analysis Report forms part of the Annual Report.

XIII. GENERAL SHAREHOLDERS' INFORMATION

1. Company Registration Details

The Company is registered in the State of Maharashtra, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L17110MH1892PLC000089.

2. Annual General Meeting

Date & Time : 27th June, 2016
at 3.00 PM

Venue : The Park Navi Mumbai,
Plot No.1, Sector 10,
CBD Belapur,
Navi Mumbai - 400 614.

3. Financial Calendar (tentative)

Financial Reporting : Mid August, 2016.
for the Quarter
ended 30th
June, 2016.

Financial Reporting : Mid November, 2016.
for the Quarter
ended 30th
September, 2016.

Financial Reporting : Mid February, 2017.
for the Quarter
ended 31st
December, 2016.

Financial Reporting : End May, 2017.
for the Year ending
31st March, 2017.

Annual General Meeting for the year ending 31st March, 2016. : August/September, 2017.

4. Book Closure Date : 13.06.2016 to 27.06.2016
(both days inclusive)

5. Dividend Payment Date : 20.07.2016.

- 6. Listing of Equity Shares on the Stock Exchanges** :
- 1. BSE Limited, P. J. Towers, Dalal Street, Fort, Mumbai-400 023.
 - 2. National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051.

The Company has paid Listing Fees to the above Stock Exchanges upto 31st March, 2017.

7. Stock Code

(a) Stock Exchange	Stock Code
1. BSE Limited, P. J. Towers, Dalal Street, Fort, Mumbai – 400 023.	530017
2. National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.	SIL
(b) Demat ISIN Numbers in NSDL & CDSL for Equity Shares.	INE 173A01025

8. **Stock Market Data** : Please see Annexure "1"
9. **Stock performance** : Please see Annexure "2"
10. **Registrar & Share Transfer Agents (R & STA)** : With effect from 16th May, 2016
 Corporate Office:
 M/s. Karvy Computershare Private Limited,
 Karvy Selenium Tower B,
 Plot 31-32,
 Gachibowli, Financial District,
 Nanakramguda, Hyderabad, Telangana – 500 032.
 Tel. No. +91 40 6716 2222
 Fax No. +91 40 2342 0814
 Email : einward.ris@karvy.com
- Mumbai Front Office:
 M/s. Karvy Computershare Private Limited
 24-B, Raja Bahadur Mansion,
 Ground Floor, Ambalal Doshi Marg, Behind BSE,
 Fort, Mumbai - 400 023.
 Tel. No. +91 22 6623 5454
 +91 22 6623 5412
 +91 22 6623 5427
- All documents, transfer deeds, demat requests and other communication in relation thereto should be addressed to the R & STA at the above address.

11. **Share Transfer System** : Shares sent for transfer in physical form are registered by the Registrar & Share Transfer Agents and are transferred within 15 days from the date of receipt, if documents are in order in all respects. Shares under objections are returned within 15 days of the receipt.
12. **Requirement of PAN for transfer of shares, etc. in physical form** : In case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of self-certified photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for these transactions, is now mandatory.

13. Distribution of Shareholdings as on 31st March, 2016:

No. of Equity Shares held	No. of Shareholders	No. of Shares held	% Shareholding
1 to 50	14,659	3,87,991	0.60
51 to 100	6,208	5,23,201	0.81
101 to 200	5,158	8,18,552	1.27
201 to 500	5,176	18,55,778	2.89
501 to 1000	2,125	17,56,192	2.73
1001 to 5000	1,838	44,53,713	6.92
5001 to 10000	319	23,63,132	3.68
10001 & above	313	5,21,70,382	81.10
TOTAL	35,796	6,43,28,941	100.00

14. Categories of Shareholding as on 31st March, 2016.

Categories	No. of Share-Holders	No. of Shares held	% Shareholding
Promoters/ Group Companies	7	1,29,62,042	20.15
Public/Pvt. Limited Companies	433	28,37,189	4.41
Insurance Companies	8	30,79,994	4.79
Public Financial Institutions/Banks	22	42,264	0.07
Mutual Funds/UTI	14	68,059	0.11
Foreign Institutional holding	2	1,00,119	0.16
NRIs/OCBs	175	2,54,52,952	39.57
Resident Individuals	35,135	1,97,86,322	30.74
TOTAL	35,796	6,43,28,941	100.00

15. Dematerialisation of shares and liquidity:

57.75% of the total Equity Capital is held in dematerialised form with NSDL and CDSL as on 31st March, 2016. Trading in Equity Shares of the Company is permitted only in dematerialised form w.e.f. 8th May, 2000, as per notification issued by the Securities and Exchange Board of India (SEBI). All shares held by Promoters/Promoter Group Companies have been dematerialised.

16. Plant Location:

There was no manufacturing activity during the Financial Year under review.

17. Address for Correspondence

i. Investor correspondence of transfer/dematerialisation of shares and any other query relating to shares of the Company: For Shares held in Physical Form

Corporate Office:
 M/s. Karvy Computershare Private Limited,
 Karvy Selenium Tower B, Plot 31-32,
 Gachibowli, Financial District,
 Nanakramguda, Hyderabad,
 Telangana – 500 032.
 Tel. No. +91 40 6716 2222
 Fax No. +91 40 2342 0814
 Email : einward.ris@karvy.com

Mumbai Front Office:
M/s. Karvy Computershare Private Limited,
24-B, Raja Bahadur Mansion,
Ground Floor, Ambalal Doshi Marg,
Behind BSE, Fort, Mumbai – 400 023.
Tel. No. +91 22 6623 5454/412/427

For Shares held in Dematerialised Form
To the Depository Participant

- ii. **Any query on Annual Report:**
Standard Industries Limited,
Secretarial Department,
Plot No. 4, TTC Industrial Area,
Thane Belapur Road,
P. O. Millenium Business Park,
Navi Mumbai-400 710.
Tel. No. : 91 22 6516 2883, 6516 2890
Fax: No. : 91 22 2778 0175
E-mail ID : standardgrievances@rediffmail.com

18. Green Initiative

As part of the Green Initiative in Corporate Governance and as permitted by the Companies Act, 2013, listed companies are allowed to send Notice and Financial

Statements through electronic mode. In view of the above and as part of the Company's Green Initiative, we propose to send documents like Notice convening the general meetings, Financial Statements, Directors' Report, etc. to the e-mail address provided by you.

To support this green initiative of the Government, in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the appropriate columns in the Green Initiative Form attached hereto and register the same with M/s. Karvy Computershare Private Limited at their Corporate Office: Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032 or at Mumbai Front Office: 24-B, Raja Bahadur Mansion, Ground Floor, Ambalal Doshi Marg, Behind BSE, Fort, Mumbai – 400023.

ANNEXURE – “1”

Month	Month's High Price		Month's Low Price		No. of Shares Traded		Value ₹ (in lakhs)	
	BSE	NSE	BSE	NSE	BSE	NSE	BSE	NSE
Apr-15	25.50	25.40	21.40	21.25	419952	291761	98.18	67.78
May-15	23.00	22.85	19.30	19.30	657363	239616	133.27	84.80
Jun-15	24.40	24.80	17.70	18.30	621400	434331	134.51	95.90
Jul-15	27.80	27.70	23.80	23.60	1108254	692167	283.71	177.27
Aug-15	30.60	30.50	23.20	23.05	1628396	375185	458.83	183.58
Sep-15	24.40	24.55	20.20	20.30	434110	221440	94.17	48.62
Oct-15	23.80	23.00	20.10	20.10	245024	114540	52.12	24.72
Nov-15	27.05	27.00	20.55	20.50	394297	289487	96.37	70.94
Dec-15	30.65	30.85	24.60	24.60	976908	510618	269.01	140.18
Jan-16	27.00	26.90	21.00	21.15	353359	334126	86.18	82.16
Feb-16	25.85	26.25	21.15	21.45	383862	236040	88.79	55.93
Mar-16	25.50	25.20	20.50	20.45	736894	284100	173.36	65.34

ANNEXURE – “2”

**SHARE PRICE PERFORMANCE IN COMPARISON TO BROAD BASED INDICES –
BSE SENSEX AND NSE NIFTY**

- (a) SIL share price performance relative to BSE Sensex based on share price on 31st March, 2016.

Period	Share price	Sensex	Relative to Sensex
01.04.2015 to 31.03.2016	+ 3.93 %	- 9.35%	+ 13.28 %

- (b) SIL share price performance relative to NSE Nifty based on share price on 31st March, 2016.

Period	Share price	Nifty	Relative to Nifty
01.04.2015 to 31.03.2016	+ 3.70	- 8.79 %	+ 12.49 %

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DECLARATION OF COMPLIANCE TO THE CODE OF CONDUCT BY DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

To

The Directors,
Standard Industries Limited.

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Executive Director. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors.

I confirm that the Company has in respect of the financial year ended 31st March, 2016, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

D. H. PAREKH
Executive Director

Mumbai

Dated : 27th April, 2016

INDEPENDENT AUDITOR'S CERTIFICATE

To the Members of
Standard Industries Limited

1. We have examined the compliance of conditions of Corporate Governance by Standard Industries Limited ("the Company"), for the year ended on March 31, 2016, as stipulated in:
 - Clause 49 (excluding clause 49(VII) (E)) of the Listing Agreements of the Company with stock exchange(s) for the period from April 1, 2015 to November 30, 2015.
 - Clause 49(VII) (E) of the Listing Agreements of the Company with the stock exchange(s) for the period from April 1, 2015 to September 01, 2015.
 - Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 2, 2015 to March 31, 2016 and
 - Regulations 17 to 27 (excluding regulation 23(4)) and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from December 1, 2015 to March 31, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
5. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

A. SIDDHARTH
Partner
Membership No. 31467

Mumbai

Dated : April 27, 2016

MANAGEMENT DISCUSSION AND ANALYSIS

REAL ESTATE DIVISION

Delayed revival of the Indian economy and lack of business confidence has made the year under review challenging for the real estate business. The Company had leasehold land of an area of 92 acres and 10 gunthas (approx. 92.25 acres) at Thane-Belapur Road, Navi Mumbai, for a term of 100 years computed from 1.8.1965. The Company has transferred and assigned to LOMA IT Park Developers Private Limited (LOMA), Singapore, an area of 30 acres located within the larger property of approx. 92.25 acres, for the remaining tenure of the lease with MIDC.

OUTLOOK

The Company is making serious and continued efforts to assign/develop the balance portion of 62.25 acres of the Company's leasehold land for, inter-alia, establishing a large-scale Industry for Information Technology, Software Unit/IT Park and in this connection proposals are on for negotiations with various parties/facilitators for the assignment/development so as to monetize the balance 62.25 acres of the Company's leasehold land at Navi Mumbai.

INDUSTRY OVERVIEW

There are many challenges in the Indian real estate sector. Inadequate funding and liquidity freeze in the banking system has assumed mammoth proportion which consequently affected expansion, mergers and acquisitions. Obtaining construction permits are becoming more and more tedious and strict and prolonged regulatory process remains unabated, thereby leading to delays in obtaining approvals. Lack of suitable developable land, issues in land title and insurance and shortage of manpower are the challenges faced by the Indian real estate sector today.

COMPANY OVERVIEW

The various segments which may be broadly classified for Company's business are Information Technology Parks, Commercial Offices, Hospitality Projects, Malls, Banking and Financial Services, etc. whether on its own or as a joint venture/joint development or otherwise in one or more tranches in a commercially viable manner.

Information Technology and ITES Sectors in India have given substantial push to the real estate sectors in India. However, majority of them prefer low cost areas like Pune, Gurgaon, Bangalore, etc. Mumbai and Navi Mumbai areas are the last choice on account of prohibitive cost of development, maintenance and housing.

In the above scenario, the Company is facing challenge to market its lease-hold rights of 62.25 acres of plot at Thane Belapur Road, Thane.

The Company is exploring various options such as outright sale, joint venture and joint development plans with renowned Corporate House.

Strengths:

1. Significant rise in consumerism due to improvement in infrastructure facilities in Navi Mumbai.
2. Rapid urbanization.
3. Historical low cost of land
4. The Company has its presence in Navi Mumbai area since 5 decades which is fast developing. The company has huge potential to develop its realty space as desired by it. With the State and National level policies of on-going reforms to provide sufficient impetus to infrastructure construction and Real Estate activity, there may be a boom for the Real Estate Industry in the long run.
5. Easy availability of I.T and Financial Professionals in Navi Mumbai.
6. Congestion and costly office/I.T. space in Mumbai attract people to Navi Mumbai.
7. The Indian Government has allowed foreign direct investment of upto 100% under the automatic route in real estate projects. This will be for housing, townships, commercial and industrial corridors to boost infrastructure activities in India.
8. Securities & Exchange Board of India (SEBI) has notified final regulations that will govern Real Estate Investment Trusts and Infrastructure Investment Trusts. This move will enable easier access to funds for developers and create a new investment avenue.

Weakness:

1. Tight liquidity and tight credit availability for Indian Corporates/Real Estate Developers/individuals.
2. Inadequate funding.
3. Strict and prolonged regulatory process.
4. Global economic recession.
5. MIDC is the Lessor of the lease-hold land held by the Company in Navi Mumbai. MIDC has stringent policies with regard to development of land, huge transfer charges and premium for the same.
6. Availability of cheaper Office/IT space in II-tier Cities like Pune, Gurgaon, etc.

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OPPORTUNITIES & CHALLENGES

1. The Company has approx. 62.25 acres of land at a very low historical cost.
2. The Company has potential to develop the realty space as desired i.e. to take up development on its own or through joint venture/joint development or outright sale of land.
3. The Company firmly believes that the demand for Real Estate in a country like India should remain robust in the medium to long term.

RISKS & CONCERNS

1. Inadequate funding and liquidity freeze in the banking system adversely affects development of commercial properties.
2. As the Company has lease-hold land with MIDC, any drastic revision in transfer charges may be detrimental to the interest of the Company.
3. Strict and prolonged regulatory process leading to delay in obtaining approvals.

TRADING DIVISION

For the Financial Year under review, i.e. April, 2015 to March, 2016, the Company has achieved a Textile Trading Turnover of ₹612 lakhs in comparison with ₹673 lakhs for the previous Financial Year.

OUTLOOK

The year under review was very lacklustre because of the tight financial situation in the market. There was lot of competition from decentralized sector. However, the Company is optimistic and plans to increase the sales volume by adding new products in the existing range as well as trying to explore new market segments.

1. SEGMENT-WISE PERFORMANCE

Segment-wise performance together with discussion on financial performance with reference to the

operational performance has been dealt with in the Directors' Report which should be treated as forming part of the Management Discussion and Analysis.

2. INTERNAL CONTROL SYSTEMS & ADEQUACIES

M/s. S.U. Kapasi & Co., Chartered Accountants, are the Internal Auditors of the Company and their name is approved by the Audit Committee.

The Company has proper and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorized use on disposition and transactions are authorized, recorded and reported correctly.

Internal control systems are supplemented by Internal Audit Reviews, coupled with guidelines and procedures updated from time to time by the Management.

Internal control systems are established to ensure that the financial and other records are reliable for preparing financial statements.

Internal Audit System is engaged in evaluation of internal control systems. Internal audit findings and recommendations are reviewed by the Management and Audit Committee of the Board of Directors.

M/s. Deloitte Haskins & Sells LLP, Statutory Auditors of the Company, have been appointed to certify the adequacy and effectiveness of Internal Financial Control over financial reporting for the Financial Year 2015-16.

3. HUMAN RESOURCES

As on 31st March, 2016, the employees' strength (on permanent roll) of the Company was 15.

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF STANDARD INDUSTRIES LIMITED

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Standard Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under section 143 (11) of the Act.
4. We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the

assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

6. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its loss and its cash flows for the year ended on that date.

Emphasis of Matters

8. We draw attention to Note 27(l) to the Financial Statements regarding the Company's financial involvement (viz. equity investment of ₹ 60.78 lakhs; loans and advances aggregating ₹ 4,062.26 lakhs and interest accrued of ₹ 983.91 lakhs) in Standard Industry Works Limited, a wholly owned subsidiary company. The Company considers no provision for any loss is currently necessary in the Financial Statements for the reasons stated in the note.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

9. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting

STANDARD INDUSTRIES LTD.

Standards prescribed under section 133 of the Act, as applicable.

- (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements in accordance

with the generally accepted accounting practice – Also refer Note 27(a) to the financial statements.

- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
10. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

A.SIDDHARTH
Partner
(Membership No. 31467)

Mumbai,
Dated: April 27, 2016

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(REFERRED TO IN PARAGRAPH 9(F) UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' OF OUR REPORT OF EVEN DATE)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Standard Industries Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention

and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial

controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

A. SIDDHARTH
Partner
(Membership No. 31467)

Mumbai,
Dated: April 27, 2016

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(REFERRED TO IN PARAGRAPH 10 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORT OF EVEN DATE)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings, are held in the name of the Company as at the balance sheet date. Immovable properties of land and buildings whose title deeds have been pledged as security for loan is held in the name of the Company based on the confirmations directly received by us from lender.
- (ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 and hence reporting under clause (iii) of the order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year and hence reporting under clause (v) of the order is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it to the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.
- (c) There are no dues of Sales Tax, Service Tax, Customs Duty and Value Added Tax as on March 31, 2016 on account of disputes.
- Details of dues of Income-tax and Excise Duty which have not been deposited as on 31st March, 2016 on account of disputes are given below:

Name of statute	Nature of the dues	Amount (₹ in Lacs.)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Income-tax	39.95	2008-09	Appellate Authority – Commissioner level
Central Excise Act, 1944	Excise duty	106.93	1996-97 to 1998-99	Appellate Authority – Commissioner level
	Excise Duty	175.11	1981-82 to-1983-84, 1983-84 to-1987-88, 1994-1995 and 1996-97 to 1999-2000	Appellate Authority – Tribunal level
	Excise duty	134.05	1996-97 to 1997-1998, and 1999-2000	Appellate Authority – Assistant/Deputy Commissioner level
	Excise duty	129.37	1995-96 to 1997-1998	High Court of Bombay

(viii) The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause (viii) of the order is not applicable to the Company.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the order is not applicable.

- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No.: 117366W/W-100018)

A. SIDDHARTH
Partner
Membership No.: 31467

Mumbai,
Dated: April 27, 2016

STANDARD INDUSTRIES LTD.

BALANCE SHEET AS AT MARCH 31, 2016

Particulars	Note No.	As at March 31, 2016 ₹ in Lakhs	As at March 31, 2015 ₹ in Lakhs
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share capital	3	3216.45	3216.45
(b) Reserves and surplus	4	5925.95	7647.07
		9142.40	10863.52
2. Non-Current Liabilities			
(a) Long-term borrowings	5	2500.00	—
(b) Long-term provisions	6	23.94	24.43
		2523.94	24.43
3. Current Liabilities			
(a) Trade payables:	7		
(i) Total Outstanding dues of Micro, Small and Medium Enterprise		—	—
(ii) Total Outstanding dues of other than Micro, Small and Medium Enterprises		135.49	183.91
		135.49	183.91
(b) Other current liabilities	8	2102.11	401.12
(c) Short-term provisions	9	1248.57	1246.52
		3486.17	1831.55
		15152.51	12719.50
II. ASSETS			
1. Non-Current Assets			
(a) Fixed Assets	10		
(i) Tangible assets		2088.67	1511.65
(ii) Capital work-in-progress		1090.89	1090.89
		3179.56	2602.54
(b) Non-current investments	11	93.79	93.79
(c) Long-term loans and advances	12	6217.89	6181.06
(d) Other non-current assets	13	1089.14	785.99
		10580.38	9663.38
2. Current Assets			
(a) Current investments	14	1496.65	70.09
(b) Inventories	15	65.14	39.01
(c) Property under development	16	2209.68	2209.68
(d) Trade receivables	17	142.80	206.52
(e) Cash and cash equivalents	18	481.57	346.34
(f) Short-term loans and advances	19	160.49	161.66
(g) Other current assets	20	15.80	22.82
		4572.13	3056.12
		15152.51	12719.50

See accompanying notes forming part of the financial statements

In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants

A. SIDDHARTH
Partner

Mumbai, Dated: April 27, 2016

TANAZ B. PANTHAKI
Vice President (Legal)
& Company Secretary

JAYANTKUMAR R. SHAH
Chief Financial Officer

Mumbai, Dated: April 27, 2016

For and on behalf of Board of Directors

P. R. MAFATLAL
Chairman

M. L. APTE
F. M. PARDIWALLA
K. J. PARDIWALLA
DIVYA P. MAFATLAL
S. I. DIWANJJI

} Directors

D. H. PAREKH
Executive Director

**STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED MARCH 31, 2016**

Particulars	Note No.	Year ended March 31, 2016 ₹ in Lakhs	Year ended March 31, 2015 ₹ in Lakhs
(I) INCOME			
(a) Revenue from operations.....	21	629.99	689.91
(b) Other income.....	22	433.08	891.28
Total.....		<u>1063.07</u>	<u>1581.19</u>
(II) EXPENSES			
(a) Purchase of traded goods – Cloths and Made-ups.....		619.28	619.90
(b) Changes in Inventory of Stock-in-trade.....	23	(26.13)	23.60
(c) Employee benefits expenses.....	24	188.02	179.78
(d) Finance costs	25	94.47	—
(e) Depreciation	10	118.71	148.75
(f) Other expenses	26	1209.13	1009.29
Total.....		<u>2203.48</u>	<u>1981.32</u>
(III) (LOSS) BEFORE TAXES (I-II)		(1140.41)	(400.13)
(IV) TAX EXPENSE			
Current tax.....		—	—
(V) (LOSS) FOR THE YEAR (III-IV)		(1140.41)	(400.13)
(VI) EARNINGS PER SHARE – BASIC AND DILUTED ₹			
Nominal value per share ₹ [Refer Note 27(f)].....		5.00	5.00
See accompanying notes forming part of the financial statements			

In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants

A. SIDDHARTH
Partner

Mumbai, Dated: April 27, 2016

TANAZ B. PANTHAKI
Vice President (Legal)
& Company Secretary

JAYANTKUMAR R. SHAH
Chief Financial Officer

Mumbai, Dated: April 27, 2016

For and on behalf of Board of Directors

P. R. MAFATLAL
Chairman

M. L. APTE
F. M. PARDIWALLA
K. J. PARDIWALLA
DIVYA P. MAFATLAL
S. I. DIWANJI

D. H. PAREKH
Executive Director

} Directors

STANDARD INDUSTRIES LTD.

CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2016

Particulars	Year ended March 31, 2016 ₹ in Lakhs	Year ended March 31, 2015 ₹ in Lakhs
A. CASH FLOW FROM OPERATING ACTIVITIES:		
(i) (Loss) before Taxes	(1140.41)	(400.13)
Adjustments for:		
Depreciation	118.71	148.75
Profit on sale of fixed assets (net).....	(1.61)	(217.23)
Profit on Sale of long-term investment.....	—	(108.67)
Profit on Sale of long-term Investment in Subsidiary...	—	(5.00)
Provision for doubtful debts written back	(17.68)	—
Dividend on current Investments	(8.56)	(12.34)
Dividend on long-term Investments	(1.37)	(3.96)
Interest income on fixed deposits with banks	(53.48)	(33.09)
Interest income from loan to subsidiaries	(336.84)	(476.84)
Interest on Term Loan	94.47	—
	(206.36)	(708.38)
(ii) Operating (Loss) before working capital changes	(1346.77)	(1108.51)
Changes in working capital:		
Decrease in trade and other receivables.....	91.71	5.28
(Increase)/Decrease in inventories	(26.13)	23.60
Increase in trade and other payables	1617.03	49.46
	1682.61	78.34
	335.84	(1030.17)
Direct taxes Refund (paid)/received	(2.73)	16.17
NET CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES (A)	333.11	(1014.00)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of fixed assets	(697.19)	(17.06)
Sale of fixed assets	3.10	251.31
Purchase of current investments	(3387.56)	(692.34)
Sale of current investments.....	1961.00	987.00
Sale of long-term investments	—	218.81
Sale of long-term investment in Subsidiary	—	10.00
Loans and advances given to related parties.....	(4.09)	—
Loan and advances repaid back by related parties	—	531.48
Dividend on current investments	8.56	12.34
Dividend on long-term investments	1.37	3.96
Balance in Earmarked accounts.....	2.07	(6.39)
Interest income on fixed deposits with banks.....	51.50	33.80
Interest income from loan to related parties	42.69	157.41
NET CASH FLOW (USED IN)/FROM INVESTING ACTIVITIES (B)	(2018.55)	1490.32

CASH FLOW STATEMENT (Contd.)

FOR THE YEAR ENDED MARCH 31, 2016

Particulars	Year ended March 31, 2016 ₹ in Lakhs	Year ended March 31, 2015 ₹ in Lakhs
C. CASH FLOW FROM FINANCING ACTIVITIES		
Long-term loan taken	2500.00	—
Dividend paid	(484.55)	(476.08)
Corporate dividend tax paid	(98.24)	(82.00)
Interest paid on borrowings.....	(94.47)	—
NET CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES(C)	<u>1822.74</u>	<u>(558.08)</u>
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C).....	<u>137.30</u>	<u>(81.76)</u>
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>304.43</u>	<u>386.19</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u><u>441.73</u></u>	<u><u>304.43</u></u>

Notes:

- Components of cash and cash equivalents include cash and bank balances (Refer Note 18 forming part of the financial statement).
- Cash and cash equivalents excludes deposits having bank lien against which bank guarantee has been issued by the bank to the excise authorities on behalf of the Company for a period exceeding 12 months aggregating to ₹105.23 lakhs and accordingly the same has been disclosed in 'Other non-current assets in the Note 13'.
- Reconciliation of Cash and cash equivalents with the financial statement.

	March 31, 2016	March 31, 2015
Cash and cash equivalents as per financial statement (Refer Note 18)	481.57	346.34
Less: Earmarked accounts (Unpaid dividend accounts) not considered as Cash and cash equivalents as defined in AS 3 'Cash Flow Statements'	39.84	41.91
Cash and Cash equivalents at the end of the year	<u><u>441.73</u></u>	<u><u>304.43</u></u>

- The Cash Flow Statement has been prepared in accordance with the requirements of Accounting Standard 3 on "Cash Flow Statement".

See accompanying notes forming part of the financial statements.

In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants

A. SIDDHARTH
Partner

Mumbai, Dated: April 27, 2016

TANAZ B. PANTHAKI
Vice President (Legal)
& Company Secretary

JAYANTKUMAR R. SHAH
Chief Financial Officer

Mumbai, Dated: April 27, 2016

For and on behalf of Board of Directors

P. R. MAFATLAL
Chairman

M. L. APTE
F. M. PARDIWALLA
K. J. PARDIWALLA
DIVYA P. MAFATLAL
S. I. DIWANJI

D. H. PAREKH
Executive Director

} Directors

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 1:

Corporate Information

Standard Mills Company Limited was incorporated in the year 1892 under the Indian Companies Act, 1882. In line with the diverse nature of its business, it had changed its name from Standard Mills Company Limited to STANDARD INDUSTRIES LIMITED, ("the Company") in October 1989. The Company was engaged in the business of manufacturing textiles, chemicals and garments. With a change in focus, the Company further diversified into Real Estate Business. Presently, the Company is in the business of Real Estate and Trading in Textiles and Chemicals.

Note 2:

Significant Accounting Policies:

(a) Basis of accounting and preparation of financial statements:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

(b) Use of Estimates:

The preparation of the financial statements, in conformity with the generally accepted accounting principles, requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Differences between actual results and estimates are recognized in the year in which the results are known/materialize.

(c) Inventories:

Inventories (Traded Goods) are valued at lower of cost and net realizable value.

(d) Cash and cash equivalents (for purposes of Cash Flow Statement):

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(e) Cash flow statement:

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

(f) Property under Development:

Property under development represents leasehold land converted into stock-in-trade on the basis of lower of the cost and fair value as valued by external valuers on the date of conversion.

(g) Depreciation Policy:

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the straight-line-method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except for Computers (Desktop, Laptops, etc.) has been assessed for 6 years based on technical assessment, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

(h) Revenue Recognition:

Revenue from sale of products is recognised net of returns and on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods. Sales exclude sales tax and value added tax. Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive the same is established. Revenue (income) is recognized when no significant uncertainty as to determination/ realization exists.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

Note 2: (Contd.)

(i) Fixed Assets:

Fixed Assets are stated at cost of acquisition or construction and include amounts added on revaluation less accumulated depreciation and impairment loss.

Fixed Assets viz. land, buildings, plant and machinery as on December 31, 1984 had been revalued on the basis of their current replacement price as on December 31, 1985 and related factors. Accordingly, they were stated at revalued cost.

(j) Foreign Currency Transactions:

Transactions in foreign currency are recorded at the original rates of exchange in force at the time the transactions are effected. At the year-end, monetary items denominated in foreign currency are reported using closing rates of exchange. Exchange differences arising thereon and on realization/payment of foreign exchange are accounted, in the relevant year, as income or expense.

(k) Investments:

Current Investments are carried at lower of cost and fair value. Long-term (non-current) investments are carried at cost. However, when there is a decline, other than temporary, the carrying amount is reduced to recognize the decline.

(l) Employee Benefits:

(i) Contributions payable to the Company's Provident fund and Superannuation Fund, which is defined contribution scheme, are charged to revenue.

(ii) The Company's liability for Gratuity funds is defined benefit scheme, which is funded through Trust set-up by the Company. The difference between the actuarial valuation for Gratuity and the balance in the Fund maintained by Trust as at the year-end is provided for in the accounts.

(iii) Liability in respect of compensated absences is charged on the basis of actuarial valuation as at the year-end.

(m) Segment reporting:

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

(n) Taxes on Income:

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities, using the applicable tax rates. Deferred income tax reflect the current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation and losses, are recognized if there is virtual certainty that sufficient future taxable income will be available to realize the same. [Also refer note 27(g)].

Tax on distributed profits payable in accordance with the provisions of Section 115-O of the Income-tax Act, 1961, is disclosed in accordance with the Guidance Note on Accounting for Corporate Dividend Tax issued by the Institute of Chartered Accountants of India (ICAI).

(o) Impairment of Assets:

At the end of each year, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard (AS-28) on 'Impairment of Assets'. An impairment loss is charged to the Statement of Profit and Loss in the year in which, an asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

(p) Provisions and Contingencies:

Provision is recognized in the accounts when there is a present obligation as a result of past event/s and it is probable that an outflow of resources will be required to settle the obligation. Contingent liabilities, if any, are disclosed in the notes to the financial statements.

(q) Doubtful Debts/Advances:

Provision is made in the accounts for debts/advances which are considered doubtful of recovery.

(r) Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets upto the date when the assets are ready for intended use. A qualifying assets is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue.

	As at March 31, 2016 ₹ in Lakhs	As at March 31, 2015 ₹ in Lakhs
Note 3:		
Share Capital		
Authorized:		
15,00,00,000 Equity Shares of ₹ 5/- each	7500.00	7500.00
	<u>7500.00</u>	<u>7500.00</u>
Issued, Subscribed and Paid-up		
6,43,28,941 Equity Shares of ₹ 5/- each fully paid-up	3216.45	3216.45
Total.....	<u>3216.45</u>	<u>3216.45</u>

Notes:

(i) Details of Equity Shares held by each shareholder holding more than 5% Equity shares:

Name of Equity Shareholder	As at March 31, 2016		As at March 31, 2015	
	No. of Equity Shares held	% of Holding	No. of Equity Shares held	% of Holding
Stanrose Mafatlal Investments & Finance Limited	1,24,04,487	19.28	1,24,04,487	19.28
Satin Limited	2,50,00,000	38.86	2,50,00,000	38.86

(ii) Reconciliation of the number of Equity Shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	Year ended March 31, 2016		Year ended March 31, 2015	
	No. of fully paid Equity Shares	₹ in Lakhs	No. of fully paid Equity Shares	₹ in Lakhs
Equity Shares outstanding at the beginning of the year	6,43,28,941	3216.45	6,43,28,941	3216.45
Fresh issue of Equity Shares	—	—	—	—
Equity Shares outstanding at the end of the year.....	6,43,28,941	3216.45	6,43,28,941	3216.45

(iii) All Equity Shares carry similar voting rights and have an equal right to dividends and in case of repayment of capital.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

	As at March 31, 2016 ₹ in Lakhs	As at March 31, 2015 ₹ in Lakhs
Note 4:		
Reserves and Surplus		
(a) Capital Redemption Reserve		
As per last Balance Sheet	12.00	12.00
(b) Securities Premium Account		
As per last Balance Sheet.....	2526.90	2526.90
(c) Revaluation Reserve		
As per last Balance Sheet.....	13.56	13.56
(d) General Reserve		
As per last balance Sheet.....	1004.00	1004.00
(e) Surplus in Statement of Profit and Loss		
Balance at the beginning of the year.....	4090.61	5092.77
Less: Depreciation on account of transitional provision of Schedule II to the Companies Act, 2013	—	(21.32)
Less: (Loss) for the year	(1140.41)	(400.13)
	2950.20	4671.32
Less: Proposed Dividend on Equity Shares	482.47	482.47
Corporate Tax on Dividend	98.24	98.24
	580.71	580.71
Closing Balance	2369.49	4090.61
Total.....	5925.95	7647.07
Note 5:		
Long-Term Borrowings (secured)		
Term Loan from Kotak Mahindra Investments Limited	2500.00	—
The principal terms of repayment are as follows:		
a) Principal to be paid in 4 quarterly installments starting from 13th month of disbursement date. Loan has been disbursed on December 23, 2015.		
b) Rate of Interest is 16% p.a. and shall be payable on monthly basis.		
c) The Company has created charge by registered mortgage creating first and exclusive security on building (Stanrose Apartments) and plot of land admeasuring approx.1937.31 sq.mtrs situated at Prabhadevi, Mumbai-400025.		
Total....	2500.00	—

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

	As at March 31, 2016 ₹ in Lakhs	As at March 31, 2015 ₹ in Lakhs
Note 6:		
Long-Term Provisions		
(a) Provision for employee benefits		
– For Compensated Absences	1.37	1.86
– For Gratuity [Refer Note 27(m)].....	22.57	22.57
Total....	<u>23.94</u>	<u>24.43</u>
Note:		
The Company did not have any long-term contracts including derivative contracts for which any provision was required for foreseeable losses.		
Note 7:		
Trade Payables		
The Company has not received any intimation from the suppliers regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence the disclosure required under the Act have been given accordingly.		
Note 8:		
Other Current Liabilities		
(a) Unpaid Dividends	39.83	41.91
(b) Other Payables		
(i) Statutory Liabilities	192.18	194.54
(ii) Payable on account of Fixed Assets	136.60	136.57
(iii) Deposits Received	1650.00	2.20
(iv) Advance from customers	15.02	11.59
(v) Income-tax refund received, etc. [Refer Note 27(n)]	68.48	14.31
Total....	<u>2102.11</u>	<u>401.12</u>
Note 9:		
Short-term Provisions		
(a) Provision for employee benefits		
(i) For Compensated Absences	31.53	29.48
(ii) For Gratuity [Refer Note 27(m)]	5.06	5.06
(b) Others:		
(i) For Income-tax (Net of Provisions).....	47.61	47.61
(ii) Proposed Dividend on Equity shares	482.47	482.47
(iii) Corporate Dividend Tax	98.24	98.24
(iv) For Disputed Rent [Refer Note 27(a)(vii)]	583.66	583.66
Total....	<u>1248.57</u>	<u>1246.52</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

Note 10:

Fixed Assets

₹ in Lakhs

Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
	As at April 1, 2015	Additions	Deduction	As at March 31, 2016	Up to March 31, 2015	For the year	Adjustment	Deduction	Up to March 31, 2016	As at March 31, 2016
(I) Tangible Assets (Owned)										
(a) Freehold Land	24.42	695.85	—	720.27	—	—	—	—	—	720.27
(Previous Year).....	(24.42)	—	—	(24.42)	—	—	—	—	—	(24.42)
(b) Buildings	1425.67	—	—	1425.67	234.21	23.39	—	—	257.60	1168.07
(Previous Year).....	(1469.46)	—	(43.79)	(1425.67)	(222.94)	(23.73)	—	(12.46)	(234.21)	(1191.46)
(c) Plant and Equipment	190.34	0.77	0.14	190.97	123.10	11.97	—	0.04	135.03	55.94
(Previous Year).....	(188.45)	(2.17)	(0.28)	(190.34)	(110.69)	(12.27)	(0.19)	(0.05)	(123.10)	(67.24)
(d) Furniture and Fixtures	188.96	—	—	188.96	119.50	14.99	—	—	134.49	54.47
(Previous Year).....	(188.96)	—	—	(188.96)	(78.43)	(41.07)	—	—	(119.50)	(69.46)
(e) Office Equipment	62.55	0.60	0.29	62.86	45.79	7.04	—	0.26	52.57	10.29
(Previous Year).....	(62.05)	(0.50)	—	(62.55)	(21.49)	(8.46)	(15.84)	—	(45.79)	(16.76)
(f) Vehicles	503.23	—	27.31	475.92	360.92	61.32	—	25.95	396.29	79.63
(Previous Year).....	(501.77)	(14.39)	(12.93)	(503.23)	(302.82)	(63.22)	(5.29)	(10.41)	(360.92)	(142.31)
Total	2395.17	697.22	27.74	3064.65	883.52	118.71	—	26.25	975.98	2088.67
(Previous Year).....	(2435.11)	(17.06)	(57.00)	(2395.17)	(736.37)	(148.75)	(21.32)	(22.92)	(883.52)	(1511.65)
(II) Capital Work-In-Progress:										
(a) Assets under Construction										1090.89
(Previous Year).....										(1090.89)

Note:

Buildings include ₹ 1158.36 lakhs being the cost of ownership flats. The Company holds 150 Shares of the aggregate face value of ₹ 0.08 lakh in Co-operative Societies under the bye-laws of Societies. The shares in respect of certain flats are yet to be received.

Note 11:

Non-Current Investments (At Cost)

Other Investments (non-trade)

Investments in Equity shares

(I) Of Subsidiaries (Unquoted)

(a) Standard Salt Works Limited [Refer Note 27(I)]		
223 Equity Shares of the face value of ₹ 100/- each fully paid-up.....	0.89	0.89
46,777 Equity Shares of the face value of ₹ 100/- each ₹ 30/ per share paid-up.....	59.89	59.89
(b) Mafatlat Enterprises Limited		
50,007 Equity Shares of the face value of ₹ 10/- each fully paid-up.....	5.00	5.00
	65.78	65.78

(II) Of Other Companies(Quoted)

(a) Nocil Limited		
13,320 Equity Shares of face value of ₹ 10/- each.....	0.17	0.17
(b) Stanrose Mafatlat Investment and Finance Limited		
19,009 Equity Shares of face value of ₹ 10/- each ...	19.15	19.15
	19.32	19.32

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

	₹ in Lakhs	As at March 31, 2016 ₹ in Lakhs	As at March 31, 2015 ₹ in Lakhs
(III) Of Other Companies(Unquoted)			
(a) Stanrose Mafatlal Lubechem Limited			
200 Equity Shares of face value of ₹ 5/- each*	—		—
(b) Syngenta India Limited			
2,000 Equity Shares of face value of ₹ 10/- each	8.69		8.69
		8.69	8.69
Total.....		93.79	93.79

Note:

	₹ in lakhs	Cost ₹ in lakhs	Market Value ₹ in lakhs
Aggregate of quoted investments		19.32	30.00
Previous year		19.32	27.83
Aggregate of unquoted investments		74.47	
Previous year		74.47	
Total.....		93.79	
Previous year.....		93.79	

* The cost of these shares as on March 31, 2016/March 31, 2015 is ₹1

	₹ in Lakhs	As at March 31, 2016 ₹ in Lakhs	As at March 31, 2015 ₹ in Lakhs
Note 12:			
Long-Term Loans and Advances			
(Unsecured)			
(a) Security Deposits		23.47	23.47
(b) Loan to subsidiary companies [Refer Note 27(d),(k) and (l)]		3961.37	3961.37
(c) Receivable from Group company.....		197.74	197.74
(d) Advance Tax (Net of Provisions).....		306.40	264.52
(e) Amounts deposited against disputed rent [Refer Note 9 and 27(a)(vii)]		1153.26	1153.26
(f) Other Loan and Advances			
(i) Balance with Government authorities (Includes deposit paid under protest to Excise authorities etc.).....		325.37	335.99
(ii) Advance to creditors:			
— Considered good		105.88	100.31
— Considered doubtful.....	109.88		109.88
Less : Provision.....	109.88		109.88
		—	—
(iii) Others (Refer Note (i) below)		144.40	144.40
Total.....		6217.89	6181.06

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

	As at March 31, 2016 ₹ in Lakhs	As at March 31, 2015 ₹ in Lakhs
Note:		
(i) Includes Income-tax refund receivable for various Assessment years. The Company has preferred appeal against Assessment orders passed by the Income-tax department for various adjustments/disallowances.		
(ii) Considered good.....	6217.89	6181.06
Considered doubtful.....	109.88	109.88
Total.....	<u>6327.77</u>	<u>6290.94</u>
Note 13:		
Other Non-Current Assets		
(Unsecured, considered good)		
(a) Interest accrued on unsecured loan to subsidiary [Refer Note 27(d) & (l)]	983.91	680.76
(b) Fixed Deposits with banks-under lien	105.23	105.23
Total.....	<u>1089.14</u>	<u>785.99</u>
Note 14:		
Current Investments		
(unquoted-at cost)		
Investments in Mutual Funds (Unquoted)		
(a) HDFC Cash Management Fund		
40436.644 units (Previous year 112777.926) of ₹ 10/- each.....	4.06	11.31
(b) Templeton India Cash Management Fund		
346548.710 units (Previous year 112180.713) of ₹ 10/- each.....	34.68	11.23
(c) Birla Sun Life Cash Manager Fund		
7891.834 units (Previous year 47357.801) of ₹ 100/- each.....	7.91	47.55
(d) HDFC Liquid Fund		
11919.860 units (Previous year Nil) of ₹1000/- each.....	350.00	—
(e) ICICI Prudential Liquid Fund		
158943.814 units (Previous year Nil) of ₹100/- each.....	350.00	—
(f) Kotak Floater Short Term Mutual Fund		
30718.154 units (Previous year Nil) of ₹1000/- each.....	750.00	—
Total.....	<u>1496.65</u>	<u>70.09</u>
Note 15:		
Inventories		
(at lower of cost and net realisable value)		
Stock-in-trade (Traded Goods) – Cloth and Made-up	65.14	39.01
Total.....	<u>65.14</u>	<u>39.01</u>

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

	As at March 31, 2016 ₹ in Lakhs	As at March 31, 2015 ₹ in Lakhs
Note 16:		
Property under Development (at lower of cost and net realisable value)		
As per Last Balance Sheet.....	2209.68	2209.68
Total.....	2209.68	2209.68
Note 17:		
Trade Receivables (Unsecured)		
(a) Outstanding for a period exceeding six months from the date they were due for payment:		
— Considered good	106.31	109.29
— Considered doubtful	364.05	381.73
Less : Provision.....	364.05	381.73
(b) Others (considered good).....	36.49	97.23
Total.....	142.80	206.52
Note 18:		
Cash and Cash Equivalents (Refer note below)		
(a) Cash on hand.....	4.79	5.15
(b) Balance with Banks		
(i) In current accounts	223.47	126.97
(ii) In earmarked accounts — Unpaid dividend accounts.....	39.84	41.91
(iii) In deposits accounts.....	213.47	172.31
Total.....	476.78	341.19
	481.57	346.34
Note:		
Of the above, the balances that meet the definition of cash and cash equivalent as per AS 3, aggregate (excluding earmarked accounts):	441.73	304.43
Note 19:		
Short-Term Loans and Advances (Unsecured, considered good)		
(a) Loan to subsidiary company [Refer Note 27(d), (k) and (l)]	100.89	96.85
(b) Advances to subsidiary companies [Refer Note 27(d) and (k)]	0.27	0.22
(c) Prepaid expenses.....	15.89	14.50
(d) Other Short-term Advances		
(i) Advance to creditors	22.47	25.54
(ii) Others	20.97	24.55
Total.....	160.49	161.66

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

	As at March 31, 2016 ₹ in Lakhs	As at March 31, 2015 ₹ in Lakhs
Note 20:		
Other current assets		
(Unsecured, considered good)		
Interest accrued but not due on bank deposits etc.	8.53	6.55
Receivable from a Group Company.....	7.27	16.27
Total.....	<u>15.80</u>	<u>22.82</u>
	Year ended March 31, 2016 ₹ in Lakhs	Year ended March 31, 2015 ₹ in Lakhs
Note 21:		
Revenue from Operations		
(I) Sale of traded goods		
(a) Cloth	604.04	659.97
(b) Made-Ups	8.51	13.14
	<u>612.55</u>	<u>673.11</u>
(II) Other Operating Income		
Royalty received	17.44	16.80
Total.....	<u>629.99</u>	<u>689.91</u>
Note 22:		
Other Income		
(a) Interest Income		
On Fixed deposits with Banks	53.48	33.09
On Loan to Subsidiary	336.84	476.84
On Income-tax refund	—	21.55
On Others (security deposits etc.)	1.48	3.65
	<u>391.80</u>	<u>535.13</u>
(b) Dividend on non-current (long-term) investments	1.37	3.96
(c) Dividend on current investments	8.56	12.34
(d) Other Non-operating Income		
(i) Sundry credit balances written back.....	9.66	6.45
(ii) Profit on sale of Fixed Assets	1.62	217.46
(iii) Profit on sale of long-term Investments (quoted)	—	108.67
(iv) Profit on sale of long-term Investment in Subsidiary ...	—	5.00
(v) Provision for doubtful debts written back	17.68	—
(vi) Miscellaneous income.....	2.39	2.27
	<u>31.35</u>	<u>339.85</u>
Total.....	<u>433.08</u>	<u>891.28</u>

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

	Year ended March 31, 2016 ₹ in Lakhs	Year ended March 31, 2015 ₹ in Lakhs
Note 23:		
Changes in Inventories of Stock in Trade		
(a) Inventories at the end of year.....	65.14	39.01
(b) Inventories at the beginning of year.....	39.01	62.61
Net (Increase)/Decrease.....	<u>(26.13)</u>	<u>23.60</u>
Note 24:		
Employee benefit expenses		
(a) Salaries	140.77	137.96
(b) Contribution to Provident and other Funds.....	17.04	16.25
(c) Staff Welfare expense.....	30.21	25.57
Total.....	<u>188.02</u>	<u>179.78</u>
Note 25:		
Finance Cost		
Interest on Borrowing	94.47	—
Total.....	<u>94.47</u>	<u>—</u>
Note 26:		
Other expenses		
(a) Packing Material consumed.....	3.66	3.98
(b) Electricity.....	40.10	37.19
(c) Rent.....	16.87	16.53
(d) Leave and License fees [Refer Note 27(e)]	109.45	107.74
(e) Charges for Corporate Office service and facilities [Refer Note 27(d)]	148.94	155.01
(f) Repairs:		
To Buildings	6.94	9.54
To Machinery	17.46	17.13
To Others	13.45	8.08
	<u>37.85</u>	<u>34.75</u>
(g) Insurance	4.87	5.07
(h) Rates and Taxes	36.63	55.18
(i) Stationery, Printing, Advertisement, Postage and Telegrams etc.	67.37	66.15
(j) Donations.....	72.54	19.77
(k) Legal and Professional fees [Also Refer Note 27(b)]	116.01	94.21
(l) Consulting fees.....	128.04	55.66
(m) Sundry debit balances written off.....	0.04	0.21
(n) Loss on sale of Fixed Assets.....	0.01	0.23
(o) Directors' Fees.....	15.91	11.91
(p) Travelling and Conveyance Expenses.....	39.67	33.12
(q) Security Charges	72.95	61.50
(r) Vehicle Expenses	62.57	63.13
(s) Temporary Manpower.....	59.87	57.14
(t) Miscellaneous Expenses.....	175.78	130.81
Total.....	<u>1209.13</u>	<u>1009.29</u>

Note: Miscellaneous expenses include fees, subscription and general charges, etc.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

	As at March 31, 2016 ₹ in Lakhs	<i>As at March 31, 2015 ₹ in Lakhs</i>
Note 27:		
Additional information to the financial statements and disclosure under Accounting Standards		
(a) Contingent Liabilities in respect of:		
(i) Claims against the Company not acknowledged as debts		
1. ESIC claims in respect of contractor's workers	19.22	19.22
2. Claims in respect of labour matters	120.21	112.13
The above claims are pending before various Authorities/court. The Company is confident that the cases will be successfully contested.		
(ii) Uncalled liability on shares partly paid held as investments in subsidiary company		
	32.74	32.74
(iii) Excise Duty, etc.		
Represents demands raised by Excise authorities in the matter of disputes relating to classification of ICL fabrics, captive consumption of yarn and various other matters for which appeals are pending before various appellate authorities. The Company is confident that the cases will be successfully contested		
	545.46	550.28
(iv) Guarantees given by Bank on behalf of Company to Government authority		
	105.23	105.23
(v) The Government of Maharashtra vide Notification No.ELD-2000/CR-1022(ii) NRG-1 dated April 1, 2000 and No.ELD-2001/CR-1069/ NRG-1 dated April 4, 2001 had sought to charge electricity duty on the power generated by Captive Power Plant (CPP). The Companies having CPP had petitioned the Hon'ble High Court at Mumbai against the said Notification contesting the aforesaid levy of duty. The Hon'ble High Court vide Order dated February 23, 2010 quashed and set aside the aforesaid Notification. Accordingly, the Company during the year 2009/2010, has written back the provision for the said duty provided in earlier years aggregating to ₹ 1375.74 lakhs. The Government of Maharashtra has filed a Special Leave Petition (SLP) in the Hon'ble Supreme Court of India against the aforesaid Order of the Hon'ble High Court at Mumbai. The Company is confident of success in this SLP when heard		
	1375.74	1375.74
(vi) Disputed demands of Income Tax		
These represent demands raised by Income-tax department on various matters for which disputes are pending before various Appellate authorities. The Company is confident that all these cases can be successfully contested		
	39.95	39.95
(vii) The Company had disputed the claim for rent, mesne profit and related interest claimed by the owner of the premises which were used by the Company in earlier years. On the application of the Company, the Hon'able High Court of Judicature at Bombay granted a stay against the unfavorable Order of the Small Causes Court and directed the Company to deposit an amount of ₹ 1,153.26 lakhs pending resolution of the related Writ Petition filed by the Company, which the Company has deposited. Out of the above the Company has already provided/paid for amounts aggregating ₹ 635.39 lakhs and the balance amount of ₹ 517.87 lakhs has not been provided as the Company is hopeful of succeeding in its Petition		
	1364.17	1364.17

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

	As at March 31, 2016 ₹ in Lakhs	As at March 31, 2015 ₹ in Lakhs
Note 27:		
Additional information to the financial statements and disclosure under Accounting Standards (Contd.)		
(b) Payments to Auditors*:		
(i) As Auditors	11.75	9.75
(ii) For Tax Audit	2.50	2.50
(iii) In respect of certification, etc.	1.45	1.45
(iv) For Taxation matters.....	10.00	21.61
(v) For expenses.....	0.22	0.25
(vi) For service tax.....	3.78	4.40
	29.70	39.96

(* includes payment for taxation matters to an affiliated firm in view of the networking arrangement which is registered with the ICAI).

(c) Segment Information

Information about primary business segments.

The Company's primary business segments are as follows:

- (i) Real Estate
- (ii) Trading

	Real Estate	Trading	(₹ in lakhs) Total
REVENUE.....	17.44	612.55	629.99
	16.80	673.11	689.91
RESULT:			
Segment Result	(194.78)	(12.83)	(207.61)
	(130.74)	3.16	(127.58)
Unallocated Corporate Expenses			1365.87
			1163.83
Operating Loss			(1573.48)
			(1291.41)
Unallocated Income.....			433.07
			891.28
(Loss) after tax.....			(1140.41)
			(400.13)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

Note 27:

Additional information to the financial statements and disclosure under Accounting Standards (Contd.)

(c) Segment Information (Contd.)

	Real Estate	Trading	Total
(₹ in lakhs)			
OTHER INFORMATION:			
Segment Assets.....	7487.06	235.95	7723.01
	<i>5417.57</i>	<i>276.34</i>	<i>5693.91</i>
Unallocated Corporate Assets			7429.50
			<i>7025.59</i>
Total Assets.....			15152.51
			<i>12719.50</i>
Segment Liabilities.....	4599.18	30.15	4629.33
	<i>476.83</i>	<i>38.11</i>	<i>514.94</i>
Unallocated Corporate Liabilities			800.07
			<i>1341.04</i>
Total Liabilities.....			5429.40
			<i>1855.98</i>
Capital Expenditure	697.22	—	697.22
	<i>17.06</i>	—	<i>17.06</i>
Depreciation.....	117.76	0.95	118.71
	<i>147.54</i>	<i>1.21</i>	<i>148.75</i>

Note:

- (i) The Company does not have any reportable secondary segments.
- (ii) Figures shown in *italics* are for previous year.

(d) Related Party Disclosure:

- (i) Names of related parties where control exists:

Name of the related party	Relationship
Standard Salt Works Limited	Subsidiary
Mafatlal Enterprises Limited	Subsidiary
Stan Plaza Limited	Subsidiary (Upto March 13, 2015)

- (ii) Related parties with whom transactions have taken place:

Standard Salt Works Limited	Subsidiary
Mafatlal Enterprises Limited	Subsidiary
Shanudeep Private Limited	Enterprise over which key management personnel and their relatives are able to exercise significant influence.

Name of the related party	Relationship
Mr. Pradeep R. Mafatlal	Key Management Personnel
Mrs. Divya P. Mafatlal	Key Management Personnel
Mr. D.H. Parekh	Key Management Personnel

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

Note 27:

Additional information to the financial statements and disclosure under Accounting Standards (Contd.)

(d) Related Party Disclosure: (Contd.)

(iii) Details of transactions with related parties: (Contd.)

(₹ in lakhs)

Nature of transactions	Subsidiaries	Enterprise over which key management personnel and their relatives are able to exercise significant influence	Key Management personnel	Total
Leave and License fees				
Shanudeep Private Limited	— (—)	109.45 (107.74)	— (—)	109.45 (107.74)
Corporate Office and Service facilities				
Shanudeep Private Limited	— (—)	148.94 (155.01)	— (—)	148.94 (155.01)
Payment of common expenses				
Shanudeep Private Limited	— (—)	15.86 (32.94)	— (—)	15.86 (32.94)
Interest Income on Unsecured Loan				
Standard Salt Works Limited	336.84 (336.84)	— (—)	— (—)	336.84 (336.84)
Stan Plaza Limited (Upto March 13, 2015)	— (140.00)	— (—)	— (—)	— (140.00)
Unsecured Loan given for working capital				
Standard Salt Works Limited	4.04 (5.60)	— (—)	— (—)	4.04 (5.60)
Unsecured Loan received back				
Standard Salt Works Limited	— (20.00)	— (—)	— (—)	— (20.00)
Stan Plaza Limited (Upto March 13, 2015)	— (513.89)	— (—)	— (—)	— (513.89)
Advances Given				
Mafatlal Enterprises Limited	0.05 (0.02)	— (—)	— (—)	0.05 (0.02)
Stan Plaza Limited (Upto March 13, 2015)	— (1.30)	— (—)	— (—)	— (1.30)
Advances Received Back				
Stan Plaza Limited (Upto March 13, 2015)	— (4.52)	— (—)	— (—)	— (4.52)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

Note 27:

Additional information to the financial statements and disclosure under Accounting Standards (Contd.)

(d) Related Party Disclosure: (Contd.)

(iii) Details of transactions with related parties: (Contd.)

(₹ in lakhs)

<u>Nature of transactions</u>	<u>Subsidiaries</u>	<u>Enterprise over which key management personnel and their relatives are able to exercise significant influence</u>	<u>Key Management personnel</u>	<u>Total</u>
Managerial Remuneration				
(Including perquisites)				
Mr. D.H. Parekh.....	— (—)	— (—)	42.62 (37.40)	42.62 (37.40)
Directors' Sitting Fees				
Mr. Pradeep R. Mafatlal.....	— (—)	— (—)	1.80 (1.60)	1.80 (1.60)
Mrs. Divya P. Mafatlal.....	— (—)	— (—)	0.60 (0.80)	0.60 (0.80)
Outstanding balance as on March 31, 2016				
Standard Salt Works Limited				
Unsecured Loan	4062.26 (4058.22)	— (—)	— (—)	4062.26 (4058.22)
Interest accrued and not due.....	983.91 (680.76)	— (—)	— (—)	983.91 (680.76)
Mafatlal Enterprises Limited				
Advances receivable.....	0.27 (0.22)	— (—)	— (—)	0.27 (0.22)

Notes:

1. Figures shown in bracket pertains to previous year.
2. There are no provisions for doubtful debts or written back during the year for debts due from or due to related parties.

(e) Assets taken on operating lease: (Leave and License)

Amount of lease rentals (excluding Service Tax) in respect of cancellable operating leases recognised in the Statement of Profit and Loss is ₹ **97.20 lakhs** (Previous year ₹ 97.20 lakhs)

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

Note 27:

Additional information to the financial statements and disclosure under Accounting Standards (Contd.)

(f) Earnings per Share is calculated as follows:

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
(Loss) for the year available for equity shareholders (₹ in lakhs)	(1140.41)	(400.13)
Weighted average number of Equity Shares-Basic and Diluted (Nos.)	64,328,941	64,328,941
Earnings per share (₹) - Basic and Diluted	(1.77)	(0.62)
Nominal value per share (₹)	5.00	5.00

(g) Components of Deferred Tax Asset/(Liability)

Particulars	As at March 31, 2016	As at March 31, 2015
(₹ in lakhs)		
Deferred Tax Liabilities:		
Difference in Tax and Book Written Down Value of fixed assets	(173.25)	(178.41)
Total	<u>(173.25)</u>	<u>(178.41)</u>
Deferred Tax Assets:		
Unabsorbed Depreciation (to the extent of Deferred Tax Liability on Depreciation)	173.25	178.41
Total	<u>173.25</u>	<u>178.41</u>
Deferred Tax Liability/Asset	—	—

(h) Expenditure in foreign currency (on accrual basis)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
(₹ in lakhs)		
(i) Travelling	3.33	6.46
(ii) Miscellaneous Expenses	2.06	0.93
Total.....	<u>5.39</u>	<u>7.39</u>

(i) Value of stores and spare-parts consumed

Particulars	Year ended March 31, 2016		Year ended March 31, 2015	
	₹ in lakhs	% of total consumption	₹ in lakhs	% of total consumption
Imported	—	—	—	—
Indigenous (Packing materials).....	3.66	100.00	3.98	100.00
Total.....	<u>3.66</u>	<u>100.00</u>	<u>3.98</u>	<u>100.00</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

Note 27:

Additional information to the financial statements and disclosure under Accounting Standards (Contd.)

(j) Amount remitted during the financial year in foreign currency on account of Dividends

Particulars	Year ended March 31, 2016	<i>Year ended March 31, 2015</i>
Financial year to which dividend relates	2014-15	<i>2013-14</i>
Number of non-resident shareholders.....	3	<i>3</i>
Number of Equity Shares held by them on which dividend was due	25,000,087	<i>25,000,087</i>
Amount remitted in foreign currency on account of dividends (₹ in lakhs)	187.50	<i>187.50</i>

(k) Disclosure required by Clause 32 of the Listing Agreement (to the extent applicable)

Particulars	As at March 31, 2016	<i>As at March 31, 2015</i>
Subsidiary Companies:		
(i) Mafatlal Enterprises Limited	0.27	<i>0.22</i>
Maximum amount outstanding	0.27	<i>0.22</i>
(ii) Standard Salt Works Limited	4062.26	<i>4058.22</i>
Maximum amount outstanding	4062.26	<i>4078.23</i>

(l) The Company has an investment in a wholly owned subsidiary, namely, Standard Salt Works Limited (SSWL) aggregating to ₹ **60.78 lakhs** (Previous year ₹ 60.78 lakhs). The Company has given unsecured loans aggregating to ₹ **4062.26 lakhs** as at the year-end to SSWL. Out of which loan of ₹ **3961.37 lakhs** (Previous year ₹ 3961.37 lakhs) is interest bearing and loan of ₹ **100.89 lakhs** (Previous Year ₹ 96.85 lakhs) is interest free. Interest accrued on loan to SSWL aggregates ₹ **983.91 lakhs** (Previous year ₹ 680.76 lakhs). As per the latest available balance sheet of SSWL, as at March 31, 2016, its net worth has been eroded.

However, in view of the long-term strategic nature of the investment in leasehold rights to salt pans and the growth prospects of the subsidiary which is engaged in the manufacture of salt from the significant leased salt pans that it is holding, no provision for diminution in the value of the investment and for the unsecured loans is considered necessary at this stage.

(m) Employees Retirement Benefits:

(i) The disclosures as required under the Accounting Standard 15 on "Employee Benefit" regarding the Company's gratuity plan (funded) are as follows:

Amount recognized in the Balance Sheet:

Particulars	As at March 31, 2016	<i>As at March 31, 2015</i>
Present Value of Funded Obligations	(127.03)	<i>(115.44)</i>
Fair Value of Plan Asset	141.04	<i>133.49</i>
Net Asset/(Liability)	14.01	<i>18.05</i>

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

Note 27:

Additional information to the financial statements and disclosure under Accounting Standards (Contd.)

Particulars	(₹ in lakhs)	
	As at March 31, 2016	As at March 31, 2015
Amounts in the Balance Sheet		
Liabilities*	(27.62)	(27.62)
Assets	—	—
Net (Liability)	(27.62)	(27.62)
<i>*Retained as per management assessment</i>		
Expenses to be recognised in Statement of Profit and Loss:		
Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Current Service Cost	1.48	1.26
Interest Cost	9.12	9.42
Expected Return on Plan Assets	(10.55)	(10.95)
Net Actuarial Loss/(Gain) recognized in year	3.97	3.77
Total included in "Employee Benefit Expense"	4.02	3.50
Reconciliation of Benefit Obligations and Plan Assets for the year:		
Change in Defined Benefit Obligation		
Opening Defined Benefit Obligation	115.44	104.32
Current Service Cost	1.48	1.26
Interest Cost	9.14	9.42
Benefit Paid	—	—
Actuarial Loss/(Gain)	0.97	0.44
Closing Defined Benefit Obligation	127.03	115.44
Change in the Fair Value of Assets		
Opening Fair Value of Plan Assets	133.49	125.86
Expected Return on Plan Assets	10.55	10.95
Contributions	—	—
Benefit paid	—	—
Actuarial (Loss)/Gain on Plan Assets	(3.00)	(3.32)
Closing Fair Value of Plan Assets	141.04	133.49
The major categories of plan assets as percentage of total plan assets:		
Fund is managed by Standard Industries Limited Employees' Gratuity Fund Composition of the plan assets is as follows:		
In State Government Securities	21.85	21.85
In Public Sector Undertakings Bonds	10.86	10.86
In Fixed Deposit and Balance with Scheduled Banks	67.29	67.29

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

Note 27:

Additional information to the financial statements and disclosure under Accounting Standards (Contd.)

Particulars	Year ended March 31, 2016	(₹ in lakhs) Year ended March 31, 2015
(ii) Assumptions:		
Discount rate.....	7.77%	7.90%
Rate of increase in compensation levels of covered employees.....	4.00%	4.00%
Rate of Return on Plan Assets Current	7.77%	7.90%

(iii) Experience Adjustments

(₹ in lakhs)

Amounts for the current annual period and previous four annual periods	As at March 31, 2016	<i>As at March 31, 2015</i>	<i>As at March 31, 2014</i>	<i>As at March 31, 2013</i>	<i>As at March 31, 2012</i>
Defined Benefit Obligation	127.03	115.44	104.32	119.67	86.52
Plan Assets	141.04	133.49	98.25	92.05	86.82
Surplus/(Deficit)	14.01	18.05	(6.07)	(27.62)	0.30
Net Actuarial (Gains)/Losses Recognized in Year.....	3.29	(13.93)	(23.57)	24.26	33.18
Experience adjustments on plan liabilities (Gains)/Losses ...	0.29	(17.25)	(19.30)	24.63	29.06
Experience adjustments on plan assets Losses/(Gains)....	3.00	3.32	(4.27)	(0.37)	4.12

(n) "Other Current Liabilities" (Note 8) includes amount aggregating to ₹ **14.28 lakhs** (Previous year ₹ 14.28 lakhs) relating to the refund of Income-tax received by the Company for Assessment year 2005-06. However, the Company has preferred appeals against the same which are pending with the Income-tax authorities. Hence, the appropriate accounting treatment for the aforesaid will be given in the accounts on disposal of the said appeals.

(o) The figures of the previous year have been regrouped wherever necessary to correspond with those of current year.

In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants

A. SIDDHARTH
Partner

Mumbai, Dated: April 27, 2016

TANAZ B. PANTHAKI
Vice President (Legal)
& Company Secretary

JAYANTKUMAR R. SHAH
Chief Financial Officer

Mumbai, Dated: April 27, 2016

For and on behalf of Board of Directors

P. R. MAFATLAL
Chairman

M. L. APTE
F. M. PARDIWALLA
K. J. PARDIWALLA
DIVYA P. MAFATLAL
S. I. DIWANJI

D. H. PAREKH
Executive Director

} Directors

STANDARD INDUSTRIES LTD.

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rule, 2014)

Statement containing salient features of financial statement of subsidiaries/associate companies/
joint ventures

Part "A": Subsidiaries

Sr. No.	Particular	Standard Salt Works Limited	Mafatal Enterprises Limited
a.	Share capital	14.26	5.00
b.	Reserves & surplus	(4864.91)	(3.12)
c.	Total Assets	280.49	2.30
d.	Total Liabilities	5131.15	0.42
e.	Details of Investments (except investment in subsidiaries)	0.54	—
f.	Turnover	344.02	—
g.	(Loss)/Profit before taxation	(276.06)	(0.43)
h.	Provision for taxation	1.51	—
i.	(Loss)/Profit after taxation	(277.57)	(0.43)
j.	Proposed Dividend	—	—
k.	% of shareholding	100%	100%
l.	Names of subsidiaries which are yet to commence operation	Nil	Nil

Part "B": Associates and Joint Ventures

Statement pursuant to section 129(3) of Companies Act, 2013 related to Associate
Companies and Joint Ventures

Not applicable

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
STANDARD INDUSTRIES LIMITED

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Standard Industries Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, as applicable. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy

and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the

STANDARD INDUSTRIES LTD.

overall presentation of the consolidated financial statements.

6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph(a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2016, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Other Matters

8. We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets (net) of ₹ 282.78 lakhs as at March 31, 2016, total revenues (net) of ₹ 348.29 lakhs and net cash outflows amounting to ₹ 37.25 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.
9. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

10. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, as applicable.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies, is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our Report in "Annexure A", which is based on the auditors' reports of the Holding company and subsidiary companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness

of the Holding company's internal financial controls over financial reporting.

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group in the consolidated financial statements in accordance with the generally accepted accounting practice – Also Refer Note 26(a) to the consolidated financial statements.

(ii) The Group did not have any material foreseeable losses on long-

term contracts including derivative contracts.

- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. In respect of subsidiary companies, there are no amounts which were required to be transferred to the Investor Education and Protection Fund.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No.: 117366W/W-100018)

A. SIDDHARTH
Partner
(Membership No.: 31467)

Mumbai,
Dated: April 27, 2016

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(REFERRED TO IN PARAGRAPH 10(F) UNDER ‘REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS’ OF OUR REPORT OF EVEN DATE)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of Standard Industries Limited (hereinafter referred to as “the Holding Company”) and its subsidiary companies, as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiary companies, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the

Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance

with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to two subsidiary companies, is based on the corresponding reports of the auditors of such companies incorporated in India.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No.: 117366W/W-100018)

A. SIDDHARTH
Partner
(Membership No.: 31467)

Mumbai,
Dated: April 27, 2016

STANDARD INDUSTRIES LTD.

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2016

Particulars	Note No.	As at March 31, 2016 ₹ in lakhs	As at March 31, 2015 ₹ in lakhs
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share capital	2	3216.45	3216.45
(b) Reserves and surplus	3	1062.16	3061.28
		<u>4278.61</u>	<u>6277.73</u>
(2) NON-CURRENT LIABILITIES			
(a) Long-term borrowings	4	2500.00	—
(b) Long-term provisions	5	23.94	24.43
		<u>2523.94</u>	<u>24.43</u>
(3) CURRENT LIABILITIES			
(a) Trade payables.....	6	—	—
(i) Total Outstanding dues of Micro, Small and Medium Enterprise.....		—	—
(ii) Total Outstanding dues of other than Micro, Small and Medium Enterprises.....		158.21	201.97
		<u>158.21</u>	<u>201.97</u>
(b) Other current liabilities.....	7	2150.43	440.60
(c) Short-term provisions.....	8	1262.63	1259.54
		<u>3571.27</u>	<u>1902.11</u>
Total....		<u>10373.82</u>	<u>8204.27</u>
II. ASSETS			
(1) NON-CURRENT ASSETS			
(a) Fixed Assets	9		
(i) Tangible assets		2149.28	1558.00
(ii) Capital work-in-progress.....		1136.19	1090.89
		<u>3285.47</u>	<u>2648.89</u>
(b) Goodwill on consolidation		50.77	50.77
(c) Non-current investments.....	10	28.01	28.01
(d) Long-term loans and advances.....	11	2272.95	2240.78
(e) Other non-current assets.....	12	105.23	105.23
		<u>5742.43</u>	<u>5073.68</u>
(2) CURRENT ASSETS			
(a) Current investments.....	13	1497.19	70.63
(b) Inventories	14	150.79	97.66
(c) Property under development.....	15	2209.68	2209.68
(d) Trade receivables	16	161.27	228.09
(e) Cash and cash equivalents	17	526.30	428.31
(f) Short-term loans and advances.....	18	69.81	72.49
(g) Other current assets	19	16.35	23.73
		<u>4631.39</u>	<u>3130.59</u>
Total....		<u>10373.82</u>	<u>8204.27</u>

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached

For and on behalf of Board of Directors

For Deloitte Haskins & Sells LLP
Chartered Accountants

TANAZ B. PANTHAKI
Vice President (Legal)
& Company Secretary

P. R. MAFATLAL
Chairman

A. SIDDHARTH
Partner

JAYANTKUMAR R. SHAH
Chief Financial Officer

D. H. PAREKH
Executive Director

Mumbai, Dated: April 27, 2016

Mumbai, Dated: April 27, 2016

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED MARCH 31, 2016**

Particulars	Note No.	Year ended March 31, 2016 ₹ in lakhs	Year ended March 31, 2015 ₹ in lakhs
(I) INCOME			
(a) Revenue from operations.....	20	974.00	1059.49
(b) Other income.....	21	100.52	512.97
Total....		<u>1074.52</u>	<u>1572.46</u>
(II) EXPENSES			
(a) Purchase of traded goods - Cloths and Made-ups.....		619.28	619.90
(b) Changes in inventories of stock-in-trade.....	22	(53.13)	9.68
(c) Employee benefits expense.....	23	215.23	204.62
(d) Finance costs	24	94.47	79.39
(e) Depreciation	9	123.88	159.63
(f) Other expenses	25	1491.69	1287.23
Total....		<u>2491.42</u>	<u>2360.45</u>
(III) (LOSS) BEFORE TAXES (I - II)		(1416.90)	(787.99)
(IV) GAIN ON DISPOSAL OF A SUBSIDIARY [REFER NOTE 26(J)]		—	130.23
(V) (LOSS) FOR THE YEAR BEFORE TAXES		<u>(1416.90)</u>	<u>(657.76)</u>
(VI) TAX EXPENSE			
(a) Current tax.....		—	(1.21)
(b) Short provision for taxes in respect of earlier years.....		(1.51)	(2.93)
(VII) (LOSS) FOR THE YEAR [V - {VI(a) + VI(b)}]		<u>(1418.41)</u>	<u>(661.90)</u>
(VIII) EARNINGS PER SHARE - BASIC AND DILUTED ₹		(2.20)	(1.03)
Nominal value per share ₹		5.00	5.00
[Refer Note 26(f)]			

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached

For and on behalf of Board of Directors

For Deloitte Haskins & Sells LLP
Chartered Accountants

TANAZ B. PANTHAKI
Vice President (Legal)
& Company Secretary

P. R. MAFATLAL
Chairman

A. SIDDHARTH
Partner

JAYANTKUMAR R. SHAH
Chief Financial Officer

D. H. PAREKH
Executive Director

Mumbai, Dated: April 27, 2016

Mumbai, Dated: April 27, 2016

STANDARD INDUSTRIES LTD.

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

Particulars	Year ended March 31, 2016 ₹ in lakhs	Year ended March 31, 2015 ₹ in lakhs
A. CASH FLOW FROM OPERATING ACTIVITIES:		
(I) (LOSS) BEFORE TAXES	(1416.90)	(657.76)
<u>Adjustments for:</u>		
Depreciation.....	123.88	159.63
Interest on long-term borrowings	94.47	79.39
Profit on sale of fixed assets (net)	(0.35)	(217.23)
Profit on sale of long-term Investment	—	(108.67)
Provision for doubtful debts written back	(17.68)	—
Dividend on current Investments.....	(8.56)	(12.34)
Dividend on long-term Investments.....	(1.37)	(3.96)
Interest income on fixed deposits with banks	(56.88)	(36.26)
Gain on disposal of a subsidiary.....	—	(130.23)
	133.51	(269.67)
(II) OPERATING (LOSS) BEFORE WORKING CAPITAL CHANGES.....	(1283.39)	(927.43)
<u>Changes in working capital</u>		
Decrease/(Increase) in trade and other receivables	101.24	(43.24)
(Increase)/Decrease in inventories	(53.13)	9.68
Increase in trade and other payables	1658.53	84.22
	1706.64	50.66
	423.25	(876.77)
Direct taxes Refund (paid)/received	(38.73)	24.90
NET CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES (A)	384.52	(851.87)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of fixed assets	(751.13)	(19.19)
Purchase of current investments	(3,387.56)	(692.34)
Sale of current investments.....	1961.00	987.00
Sale of long-term investments	—	213.81
Sale of long-term investments in a Subsidiary Company	—	10.00
Sale of fixed assets.....	3.23	251.31
Receivable from Group Company	—	(197.74)
Loan received back from body corporate.....	—	768.54
Balance in Earmarked accounts.....	2.07	(6.39)
Dividend on current investments	8.56	12.34
Dividend on long-term investments	1.37	3.96
Interest income on fixed deposits with banks.....	55.26	36.61
NET CASH FLOW (USED IN)/FROM INVESTING ACTIVITIES (B)....	(2107.20)	1367.91

**CONSOLIDATED CASH FLOW STATEMENT (Contd.)
FOR THE YEAR ENDED MARCH 31, 2016**

Particulars	Year ended March 31, 2016 ₹ in lakhs	Year ended March 31, 2015 ₹ in lakhs
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Long-term loan taken during the year.....	2500.00	—
Interest on Borrowing paid.....	(94.47)	—
Dividend paid.....	(484.55)	(476.08)
Corporate dividend tax paid.....	(98.24)	(82.00)
NET CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES (C)...	1822.74	(558.08)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	100.06	(42.04)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	386.40	428.44
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR ...	486.46	386.40

NOTES:

- Components of cash and cash equivalents include cash and bank balance (Refer Note 17 forming part of the consolidated financial statements).
- Cash and cash equivalents excludes deposits having bank lien against which bank guarantee has been issued by the bank to the Excise authorities on behalf of the Company for a period exceeding 12 months aggregating to ₹105.23 lakhs and accordingly the same has been disclosed in 'Other non-current assets in the Note 12'.
- Reconciliation of Cash and cash equivalents with the financial statement.
Cash and cash equivalents as per financial statement (Refer Note 17) 526.30 428.31
Less: Earmarked accounts not considered as Cash and cash equivalents as defined in AS 3 'Cash Flow Statements'. 39.84 41.91
Cash and cash equivalents at the end of the year..... 486.46 386.40
- The Cash Flow Statement has been prepared in accordance with the requirements of Accounting Standard 3 on "cash flow statement".

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached

For and on behalf of Board of Directors

For Deloitte Haskins & Sells LLP
Chartered Accountants

TANAZ B. PANTHAKI
Vice President (Legal)
& Company Secretary

P. R. MAFATLAL
Chairman

A. SIDDHARTH
Partner

JAYANTKUMAR R. SHAH
Chief Financial Officer

D. H. PAREKH
Executive Director

Mumbai, Dated: April 27, 2016

Mumbai, Dated: April 27, 2016

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1:

Significant Accounting Policies:

(a) Basis of accounting and preparation of consolidated financial statement:

The consolidated financial statements of the Company and its subsidiaries (together the 'Group') have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/ Companies Act, 1956 ("the 1956 Act"), as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

(b) Principles of Consolidation:

The Consolidated Financial Statements relate to Standard Industries Limited ('the Parent Company') and its wholly owned subsidiaries Standard Salt Works Limited (SSWL), and Mafatlat Enterprises Limited (MEL) (the subsidiaries), referred to as "The Group". [Refer Note 26(j)]

The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 on "Consolidated Financial Statements" (AS 21) issued under Accounting Standards notified in the Companies (Accounting Standards) Rules, 2006. The Consolidated Financial Statements have been prepared on the following basis:

Investments in Subsidiaries

- i) The Financial Statements of the Group have been combined on a line by line basis by adding together like items of assets, liabilities, income and expenses. Intra-group balances and intra-group transactions and unrealised profits or losses have been fully eliminated.
- ii) The difference between the cost of investment in the Subsidiaries over the Parent Company's portion of equity of the subsidiaries is recognised in the consolidated financial statement as Goodwill or Capital Reserve as the case may be.
- iii) The Financial Statements of the subsidiaries are drawn up to March 31, 2016.
- iv) Goodwill arising on consolidation is not amortised and it is tested for impairment on annual basis.
- v) The subsidiaries considered in the presentation of these consolidated financial statements are:
[Refer Note 26(j)]

Name	Country of Incorporation	Proportion of Ownership Interest as at March 31, 2016	Proportion of Ownership Interest as at March 31, 2015
Standard Salt Works Limited	India	100%	100%
Mafatlat Enterprises Limited	India	100%	100%
Stan Plaza Limited (upto March 13, 2015)	India	—	100%

(c) Use of Estimates:

The preparation of the consolidated financial statements, in conformity with the generally accepted accounting principles, requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known/materialize.

(d) Inventories:

Inventories of the Parent Company are valued at lower of cost and net realizable value.

In respect of SSWL, stores and tools are acquired as and when required and treated as consumed at the time of acquisition.

(e) Cash and cash equivalents (for purposes of Cash Flow Statement):

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(f) Cash flow statement:

Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

(g) Property Under Development:

Property under development represents leasehold land of the Parent Company converted into stock-in-trade on the basis of lower of the cost and fair value as valued by external valuers on the date of conversion.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(h) Depreciation policy:

Depreciable amount for assets is the cost of asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except for Computers (Desktops, Laptops etc.) has been assessed for 6 years based on technical assessment, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

(i) Revenue Recognition:

Revenue from sale of products is recognised net of returns and on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods. Sales exclude sales tax and value added tax. Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive the same is established. Revenue (income) is recognized when no significant uncertainty as to determination/realization exists.

(j) Fixed Assets:

Fixed Assets are stated at cost of acquisition or construction and include amounts added on revaluation less accumulated depreciation and impairment loss.

Fixed Assets of the Parent Company viz. land, buildings, plant and machinery as on December 31, 1984 had been revalued on the basis of their current replacement price as on December 31, 1985 and related factors. Accordingly, they were stated at revalued cost.

(k) Foreign Currency Transactions:

Transactions in foreign currency are recorded at the original rates of exchange in force at the time the transactions are effected. At the year-end, monetary items denominated in foreign currency are reported using closing rates of exchange. Exchange differences arising thereon and on realization/payment of foreign exchange are accounted, in the relevant year, as income or expense.

(l) Investments:

Current Investments are carried at lower of cost and fair value. Long-term (non-current) investments are carried at cost. However, when there is a decline, other than temporary, the carrying amount is reduced to recognize the decline.

(m) Employee Benefits:

i) Contributions payable to the Parent Company's Provident fund and Superannuation Fund, which is defined contribution scheme, are charged to revenue.

ii) The Parent Company's liability for Gratuity funds is defined benefit scheme, which is funded through Trust set-up by the Parent Company. The difference between the actuarial valuation for Gratuity and the balance in the Fund maintained by Trust as at the year-end is provided for in the accounts. In case of one of the subsidiary, SSWL, provision for gratuity is made in the accounts in accordance with the provisions of Payment of Gratuity Act, 1972.

(n) Borrowing Costs:

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

(o) Segment reporting:

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue/expenses/assets/liabilities".

(p) Taxes on Income:

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to/recovered from the tax authorities, using the applicable tax rates. Deferred income tax reflect the current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation and losses, are recognized if there is virtual certainty that sufficient future taxable income will be available to realise the same. [Refer Note 26(g)].

Tax on distributed profits payable in accordance with the provisions of Section 115-O of the Income-tax Act, 1961, is disclosed in accordance with the Guidance Note on Accounting for Corporate Dividend Tax issued by the Institute of Chartered Accountants of India (ICAI).

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(q) Impairment of Assets:

At the end of each year, the Parent Company determines whether a provision should be made for impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard (AS-28) 'Impairment of Assets'. An impairment loss is charged to the Statement of Profit and Loss in the year in which, an asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

(r) Provisions and Contingencies:

Provision is recognized in the accounts when there is a present obligation as a result of past event/s and it is probable that an outflow of resources will be required to settle the obligation. Contingent liabilities, if any, are disclosed in the notes to the financial statements.

(s) Doubtful Debts/Advances:

Provision is made in accounts for debts/advances which are considered doubtful of recovery.

	As at March 31, 2016 ₹ in lakhs	As at March 31, 2015 ₹ in lakhs
Note 2:		
SHARE CAPITAL		
Authorised:		
15,00,00,000 Equity Shares of ₹ 5/- each	7500.00	7500.00
	<u>7500.00</u>	<u>7500.00</u>
Issued, Subscribed and Paid-up:		
6,43,28,941 Equity Shares of ₹ 5/- each fully paid-up.....	3216.45	3216.45
Total....	<u>3216.45</u>	<u>3216.45</u>

Note:

(i) Details of Equity Shares held by each shareholder holding more than 5% shares

Name of the Equity Shareholders	As at March 31, 2016		As at March 31, 2015	
	No. of Equity Shares held	% of Holding	No. of Equity Shares held	% of Holding
Stanrose Mafatlal Investments & Finance Limited	1,24,04,487	19.28	1,24,04,487	19.28
Satin Limited	2,50,00,000	38.86	2,50,00,000	38.86

(ii) Reconciliation of the number of Equity Shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	Year ended March 31, 2016		Year ended March 31, 2015	
	No. of fully paid Equity Shares	₹ in Lakhs	No. of fully paid Equity Shares	₹ in Lakhs
Equity Shares outstanding at the beginning of the year.....	6,43,28,941	3216.45	6,43,28,941	3216.45
Fresh issue of Equity Shares	—	—	—	—
Equity Shares outstanding at the end of the year...	6,43,28,941	3216.45	6,43,28,941	3216.45

(iii) All Equity Shares carry similar voting rights and have an equal right to dividends and in case of repayment of capital.

	As at March 31, 2016 ₹ in lakhs	As at March 31, 2015 ₹ in lakhs
Note 3:		
RESERVES AND SURPLUS		
(a) Capital Reserve - Cash Subsidy		
As per last Balance Sheet.....	4.14	4.14
(b) Capital Redemption Reserve		
As per last Balance Sheet.....	12.00	12.00
(c) Securities Premium Account		
As per last Balance Sheet.....	2526.90	2526.90

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31, 2016	As at March 31, 2015
₹ in lakhs	₹ in lakhs	₹ in lakhs
(d) Revaluation Reserve		
As per last Balance Sheet.....	13.56	13.56
(e) General Reserve		
As per last Balance Sheet.....	1004.00	1004.00
(f) Surplus in Statement of Profit and Loss		
Balance at the beginning of the year	(499.32)	764.61
Less: Depreciation on account of transitional provision of Schedule II to the Companies Act, 2013.....	—	(21.32)
Less: (Loss) for the year.....	(1418.41)	(661.90)
	(1917.73)	81.39
Less: Proposed Dividend on Equity Shares.....	482.47	482.47
Corporate Tax on Dividend.....	98.24	98.24
	580.71	580.71
Closing Balance	(2498.44)	(499.32)
Total....	<u>1062.16</u>	<u>3061.28</u>

Note 4:

LONG-TERM BORROWING (SECURED)

Term Loan from Kotak Mahindra Investments Limited	2500.00	—
The principal terms of repayment are as follows:		
(a) Principal to be paid in 4 quarterly installments starting from 13th month of disbursement date. Loan has been disbursed on December 23, 2015.....		
(b) Rate of Interest is 16% p.a. and shall be payable on monthly basis.....		
(c) The Holding Company has created charge by registered mortgage creating first and exclusive security on building (Stanrose Apartments) and plot of land admeasuring approx.1937.31 sq.mtrs situated at Prabhadevi, Mumbai-400025.....		
Total....	<u>2,500.00</u>	<u>—</u>

Note 5:

LONG-TERM PROVISIONS

Provision for employee benefits		
– For Compensated Absences	1.37	1.86
– For Gratuity [Refer Note 26(h)]	22.57	22.57
Total....	<u>23.94</u>	<u>24.43</u>

Note:

The Group did not have any long-term contracts including derivative contracts for which any provision was required for foreseeable losses

Note 6:

TRADE PAYABLES

The Group has not received any intimation from the suppliers regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence the disclosure required under the Act have been given accordingly.....

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lakhs	As at March 31, 2015 ₹ in lakhs
Note 7:		
OTHER CURRENT LIABILITIES		
(a) Unpaid Dividends	39.83	41.91
(b) Other Payables:		
(i) Statutory liabilities	226.96	228.53
(ii) Payable on Purchase of Fixed Assets.....	148.79	136.57
(iii) Deposit received.....	1650.00	2.20
(iv) Advance from Customers	15.02	12.77
(v) Income-tax refund received, etc. [Refer Note 26(i)]	69.83	18.62
Total....	<u>2150.43</u>	<u>440.60</u>
Note 8:		
SHORT-TERM PROVISIONS		
(a) Provision for employee benefits:		
(i) For Gratuity [Refer Note 26(h)]	19.12	18.08
(ii) For Compensated Absences	31.53	29.48
(b) Others:		
(i) For Income-Tax (Net of Provisions)	47.61	47.61
(ii) Proposed Dividend on equity shares.....	482.47	482.47
(iii) Corporate Dividend Tax	98.24	98.24
(iv) For Disputed Rent [Refer Note 11 and 26(a)(6)].....	583.66	583.66
Total....	<u>1262.63</u>	<u>1259.54</u>

Note 9: FIXED ASSETS

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	As at April 1, 2015	Additions	Deduction/ Adjustment (Refer Note 2)	As at March 31, 2016	Upto March 31, 2015	For the Year	Adjustment	Deduction	Upto March 31, 2016	As at March 31, 2016
(I) Tangible Assets:										
(a) Land	25.82	695.85	—	721.67	—	—	—	—	—	721.67
(Previous Year).....	(278.73)	—	(252.91)	(25.82)	—	—	—	—	—	(25.82)
(b) Buildings.....	1447.95	—	—	1447.95	246.12	23.76	—	—	269.88	1178.07
(Previous Year).....	(1491.74)	—	(43.79)	(1447.95)	(234.48)	(24.10)	—	(12.46)	(246.12)	(1201.83)
(c) Plant and Equipment.....	251.91	7.29	28.17	231.03	160.16	14.75	—	26.67	148.24	82.79
(Previous Year).....	(247.89)	(4.30)	(0.28)	(251.91)	(139.27)	(20.75)	(0.19)	(0.05)	(160.16)	(91.75)
(d) Furniture and Fixtures.....	189.50	—	—	189.50	119.88	15.01	—	—	134.89	54.61
(Previous Year).....	(189.50)	—	—	(189.50)	(78.79)	(41.09)	—	—	(119.88)	(69.62)
(e) Office Equipment	62.88	0.60	0.29	63.19	45.92	7.09	—	0.26	52.75	10.44
(Previous Year).....	(62.38)	(0.50)	—	(62.88)	(21.51)	(8.57)	(15.84)	—	(45.92)	(16.96)
(f) Vehicles.....	521.58	—	27.31	494.27	369.56	63.21	—	25.95	406.82	87.45
(Previous Year).....	(520.12)	(14.39)	(12.93)	(521.58)	(309.57)	(65.11)	(5.29)	(10.41)	(369.56)	(152.02)
(g) Salt Works-Reservoirs, Salt Pans	3791.24	14.31	—	3805.55	3791.24	0.06	—	—	3791.30	14.25
(Previous Year).....	(3791.24)	—	—	(3791.24)	(3791.23)	(0.01)	—	—	(3791.24)	—
Total....	6290.88	718.05	55.77	6953.16	4732.88	123.88	—	52.88	4803.88	2149.28
(Previous Year).....	(6581.60)	(19.19)	(309.91)	(6290.88)	(4574.85)	(159.63)	(21.32)	(22.92)	(4732.88)	(1558.00)
(II) Capital Work-In-Progress:										
Assets under Construction.....										1136.19
(Previous Year).....										(1090.89)

Notes:

- Buildings include ₹ 1158.36 lakhs being the original cost of ownership flats. The Parent Company holds 150 shares of the aggregate face value of ₹ 0.08 lakh in Co-operative Societies under the bye laws of Societies. The shares in respect of certain flats are yet to be received.
- Adjustment is on account of sale of wholly owned subsidiary viz. 'Stan Plaza Limited' during the Previous year.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lakhs	As at March 31, 2015 ₹ in lakhs
Note 10:		
NON CURRENT INVESTMENTS (At Cost)		
Other Investments (Non-trade)		
(I) In Quoted Equity Shares		
(a) Nocil Limited		
13320 Equity Shares of face value of ₹ 10/- each ...	0.17	0.17
(b) Stanrose Mafatlal Investment & Finance Limited		
19009 (Previous year 18989) Equity Shares of face value of ₹ 10/- each	19.15	19.15
	19.32	19.32
(II) In Unquoted Equity Shares		
(a) Stanrose Mafatlal Lubechem Limited		
200 Equity Shares of face value of ₹ 5/- each*	—	—
(b) Syngenta India Limited		
2000 Equity Shares of face value of ₹ 10/- each.....	8.69	8.69
	8.69	8.69
Total....	28.01	28.01

Note:

	Cost ₹ in lakhs	Market value ₹ in lakhs
Aggregate of quoted investments.....	19.32	30.00
Previous year.....	19.32	27.83
Aggregate of unquoted investments	8.69	
Previous year.....	8.69	
Total....	28.01	
Previous year....	28.01	

* The cost of these shares as on March 31, 2016 / March 31, 2015 is ₹ 1

	As at March 31, 2016 ₹ in lakhs	As at March 31, 2015 ₹ in lakhs
Note 11:		
LONG-TERM LOANS AND ADVANCES		
(Unsecured)		
(a) Security Deposits.....	23.47	23.47
(b) Advance Tax (Net of Provisions).....	311.69	274.47
(c) Amounts deposited against disputed rent [Refer Note 8 and 26(a)(6)].....	1153.26	1153.26
(d) Receivable from Group Company.....	197.74	197.74

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lakhs	As at March 31, 2015 ₹ in lakhs
(e) Other Loans and Advances		
(i) Balance with Government authorities	336.51	347.13
(includes deposit paid under protest to Excise authorities, etc.)		
(ii) Advances to Creditors		
— Considered good	105.88	100.31
— Considered doubtful.....	109.88	109.88
Less: Provision.....	109.88	109.88
	<hr/>	<hr/>
(iii) Others (Refer Note (i) below)	144.40	144.40
Total....	<u>2272.95</u>	<u>2240.78</u>
Notes:		
(i) Includes Income-tax refund receivable for various Assessment years. The Company has preferred appeal against Assessment orders passed by the Income-tax department for various adjustments/disallowances.		
(ii) Considered good.....	2272.95	2105.95
Considered doubtful.....	109.88	109.88
Total....	<u>2382.83</u>	<u>2215.83</u>
Note 12:		
OTHER NON-CURRENT ASSETS		
(Unsecured, considered good)		
Fixed Deposits with banks — under lien	105.23	105.23
Total....	<u>105.23</u>	<u>105.23</u>
Note 13:		
CURRENT INVESTMENTS		
(unquoted-at cost)		
(I) Investments in Mutual Funds		
(a) HDFC Cash Management Fund		
40436.644 units (Previous year 112777.926) of ₹ 10/- each	4.06	11.31
(b) Templeton India Cash Management		
346548.710 units (Previous year 112180.713) of ₹ 10/- each	34.68	11.23
(c) Birla Sun Life Cash Manager		
7891.834 units (Previous year 47357.801) of ₹ 100/- each	7.91	47.55
(d) HDFC Liquid Fund		
11919.860 units (Previous year Nil) of ₹ 1000/- each	350.00	—

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31, 2016	As at March 31, 2015
	₹ in lakhs	₹ in lakhs
(e) ICICI Prudential Liquid Fund 158943.814 units (<i>Previous year Nil</i>) of ₹ 100/- each	350.00	—
(f) Kotak Floater Short Term Mutual Fund 30718.154 units (<i>Previous year Nil</i>) of ₹ 1000/- each	750.00	—
(II) Investments in Government Securities		
In National Savings Certificate.....	0.54	0.54
Total....	1497.19	70.63
Note 14:		
INVENTORIES		
(at lower of cost and net realisable value)		
(a) Stock-in-trade [Including traded goods — Cloth and Made-up]	116.06	70.68
(b) Stock-in-process.....	34.73	26.98
Total....	150.79	97.66
Note 15:		
PROPERTY UNDER DEVELOPMENT		
(at lower of cost and net realisable value)		
As per last Balance Sheet.....	2209.68	2209.68
Total....	2209.68	2209.68
Note 16:		
TRADE RECEIVABLES		
(Unsecured)		
(a) Outstanding for a period exceeding six months from the date they were due for payment:		
— Considered good.....	106.31	111.86
— Considered doubtful.....	364.05	381.73
Less: Provision	364.05	381.73
	—	—
(b) Others (considered good).....	54.96	116.23
Total....	161.27	228.09
Note 17:		
CASH AND CASH EQUIVALENTS		
(Refer note below)		
(a) Cash on hand.....	4.82	5.21
(b) Balance with Banks:		
(i) In current accounts	268.17	208.88
(ii) In earmarked accounts		
— Unpaid dividend accounts.....	39.84	41.91
(iii) In deposits accounts.....	213.47	172.31
	521.48	423.10
Total....	526.30	428.31
Note:		
Of the above, the balances that meet the definition of cash and cash equivalent as per AS 3, aggregate (excluding earmarked accounts):	486.46	386.40

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31, 2016 ₹ in lakhs	As at March 31, 2015 ₹ in lakhs
Note 18:		
SHORT-TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
(a) Security deposits.....	1.51	1.51
(b) Prepaid expenses.....	16.29	15.35
(c) Loan to employees.....	5.57	0.71
(d) Other Short-Term Advances		
(i) Advance to Creditors	25.47	30.37
(ii) Others	20.97	24.55
Total....	<u>69.81</u>	<u>72.49</u>
Note 19:		
OTHER CURRENT ASSETS		
(Unsecured, considered good)		
(a) Interest accrued but not due on bank deposits etc.....	8.53	6.91
(b) Interest accrued and due on Government Securities.....	0.55	0.55
(c) Receivable from a Group Company.....	7.27	16.27
Total....	<u>16.35</u>	<u>23.73</u>
	Year ended March 31, 2016 ₹ in lakhs	Year ended March 31, 2015 ₹ in lakhs
Note 20:		
REVENUE FROM OPERATIONS		
(I) Sale of products		
(a) Traded goods		
(i) Cloth	604.04	659.97
(ii) Made-Ups.....	8.51	13.14
(b) Manufactured goods		
(i) Industrial Salt.....	340.27	354.78
(ii) Gypsum Salt.....	2.37	13.77
	<u>955.19</u>	<u>1041.66</u>
(II) Other Operating Income		
(a) Royalty received.....	17.44	16.80
(b) Income from weigh bridge.....	1.37	1.03
Total....	<u>18.81</u>	<u>17.83</u>
	974.00	1059.49

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended March 31, 2016 ₹ in lakhs	<i>Year ended March 31, 2015 ₹ in lakhs</i>
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Note 21:

OTHER INCOME

(a) Interest Income		
On Fixed Deposits with Banks.....	56.88	36.26
On Income-tax refund	0.02	21.55
On Others (Security Deposits, etc.).....	1.48	103.60
	58.38	161.41
(b) Dividend on non-current (long-term) investments	1.37	3.96
(c) Dividend on current investments	8.56	12.34
(d) Other Non-operating Income		
(i) Sundry credit balances written back.....	10.52	6.52
(ii) Profit on Sale of long-term investments (quoted).....	—	108.67
(iii) Provision for doubtful debts written back	17.68	—
(iv) Profit on sale of Fixed Assets	1.62	217.46
(v) Miscellaneous Income	2.39	2.61
	32.21	335.26
Total....	100.52	512.97

Note 22:

CHANGES IN INVENTORIES OF STOCK-IN-TRADE

(a) Inventories at the end of the year		
Finished Goods	116.06	70.68
Process Stock.....	34.73	26.98
	150.79	97.66
(b) Inventories at the beginning of the year		
Finished Goods	70.68	70.49
Process Stock.....	26.98	36.85
	97.66	107.34
Net (Increase)/Decrease	(53.13)	9.68

Note 23:

EMPLOYEE BENEFITS EXPENSE

(a) Salaries		
	164.29	159.07
(b) Contribution to Provident and other Funds.....	18.95	18.25
(c) Staff Welfare.....	31.99	27.30
Total....	215.23	204.62

Note 24:

FINANCE COST

Interest on borrowing		
	94.47	79.39
Total....	94.47	79.39

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	Year ended March 31, 2016 ₹ in lakhs	Year ended March 31, 2015 ₹ in lakhs
Note 25:		
OTHER EXPENSES		
(a) Stores/Spares/Packing materials consumed	4.31	7.55
(b) Electricity	84.44	87.94
(c) Labour charges	48.96	43.30
(d) Rent.....	21.54	20.77
(e) Leave and licence fees [Refer Note 26(d)]	109.45	107.74
(f) Charges for Corporate Office service and facilities [Refer Note 26(d)]	148.94	155.01
(g) Repairs:		
To Buildings	6.94	13.33
To Machinery	20.32	19.46
To Salt Works.....	53.38	32.65
To Others	13.45	8.70
	<u>94.09</u>	<u>74.14</u>
(h) Insurance	4.98	5.21
(i) Rates and Taxes	45.56	63.66
(j) Stationery, Printing, Advertisement, Postage and Telegrams etc.	68.40	67.44
(k) Donations.....	72.54	19.77
(l) Transport and Freight charges	39.54	36.61
(m) Legal and Professional fees [Refer Note 26(b)]	127.88	97.57
(n) Consulting Fees.....	128.04	55.84
(o) Sundry Debit Balances written off	0.04	0.21
(p) Loss on write-off of Fixed Assets.....	1.27	0.23
(q) Directors' Fees.....	15.94	11.93
(r) Travelling and Conveyance Expenses.....	41.86	41.92
(s) Security Charges	72.95	61.50
(t) Vehicle Expenses	64.87	65.38
(u) Temporary Manpower.....	70.15	68.20
(v) Salt Internal shifting expenses.....	47.05	59.81
(w) Salt Washing charges	0.03	0.79
(x) Miscellaneous Expenses.....	178.86	134.71
	<u>1491.69</u>	<u>1287.23</u>
Total....		

Note: Miscellaneous expenses include Fees, Subscription and General charges, etc.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 26:

ADDITIONAL INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS AND DISCLOSURE UNDER ACCOUNTING STANDARDS

	As at March 31, 2016 ₹ in lakhs	<i>As at March 31, 2015 ₹ in lakhs</i>
(a) Contingent Liabilities in respect of:		
(1) Claims against the Standard Industries Limited Group not acknowledged as debts		
(a) ESIC Claims in respect of Contractor's workers.....	19.22	19.22
(b) Claims in respect of Labour matters.....	120.21	112.13
(c) Amount claimed by Taluka Development Officer towards Local Cess and Education Cess. (SSWL has contested this claim and has paid an amount of ₹ 5 lakhs under protest with High Court of Gujarat)	252.26	252.26
The above claims are pending before various authorities/court. The Standard Industries Limited Group is confident that the cases will be successfully contested.		
(2) Excise Duty, etc. Represents demands raised by Excise authorities in the matter of disputes relating to classification of ICL fabrics, captive consumption of yarn and various other matters for which appeals are pending before various appellate authorities. The Standard Industries Limited Group is confident that the cases will be successfully contested.....	545.46	550.28
(3) Guarantee given by Bank on behalf of Parent Company to Government authority.	105.23	105.23
(4) The Government of Maharashtra vide Notification No.ELD-2000/CR-1022(ii) NRG-1 dated April 1, 2000 and No.ELD-2001/CR-1069/ NRG-1 dated April 4, 2001 had sought to charge electricity duty on the power generated by Captive Power Plant (CPP). The Companies having CPP had petitioned the Hon'ble High Court at Mumbai against the said Notification contesting the aforesaid levy of duty. The Hon'ble High Court vide Order dated February 23, 2010 quashed and set aside the aforesaid Notification. Accordingly, the Company during the year 2009/2010, has written back the provision for the said duty provided in earlier years aggregating to ₹ 1375.74 lakhs. The Government of Maharashtra has filed a Special Leave Petition (SLP) in the Hon'ble Supreme Court of India against the aforesaid Order of the Hon'ble High Court at Mumbai. The Standard Industries Limited Group is confident of success in this SLP when heard.	1375.74	1375.74
(5) Disputed demands of Income Tax These represent demands raised by Income-tax department on various matters for which disputes are pending before various Appellate authorities. The Standard Industries Limited Group is confident that all these cases can be successfully contested.	39.95	39.95
(6) The Parent Company had disputed the claim for rent, mesne profit and related interest claimed by the owner of the premises which were used by the Parent Company in earlier years. On the application of the Parent Company, the Hon'able High Court of Judicature at Bombay granted a stay against the unfavorable Order of the Small Causes Court and directed the Parent Company to deposit an amount of ₹ 1153.26 lakhs pending resolution of the related Writ Petition filed by the Parent Company, which the Parent Company has deposited. Out of the above the Parent Company has already provided/paid for amounts aggregating ₹ 635.39 lakhs and the balance amount of ₹ 517.87 lakhs has not been provided as the Parent Company is hopeful of succeeding in its Petition.	1364.17	1364.17

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 26:

ADDITIONAL INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS AND DISCLOSURE UNDER ACCOUNTING STANDARDS (Contd.)

	As at March 31, 2016 ₹ in lakhs	As at March 31, 2015 ₹ in lakhs
(b) Payment to Auditors:*		
(i) As Auditors	12.40	10.35
(ii) For Tax Audit	2.70	2.70
(iii) In respect of certification etc.	1.45	1.45
(iv) Taxation matters	10.00	23.11
(v) For Expenses.....	0.22	0.47
(vi) Service Tax	3.78	4.61
	30.55	42.69

*(includes payment for taxation matters to an affiliated firm in view of the networking arrangement which is registered with the ICAI/other auditors).

(c) Segment information:

Information about primary business segments.

The Group's primary business segments are as follows:

- (i) Real Estate
- (ii) Trading
- (iii) Manufacturing
- (iv) Others

	(₹ in lakhs)				
	Real Estate	Trading	Manufacturing	Others	Total
Revenue					
From External Customers.....	17.44 16.80	612.55 673.11	344.01 369.58	— —	974.00 1059.49
Result					
Segment Result	(194.78) (80.47)	(12.83) 3.16	56.49 70.77	(0.43) (0.36)	(151.55) (6.90)
Unallocated Corporate Expenses					1365.87 1163.83
Operating Loss					(1517.42) (1170.73)
Unallocated Income.....					100.52 512.97
Gain on disposal of a subsidiary					— 130.23
Tax Expenses/(Short) provision for tax.....					(1.51) (4.14)
Loss after Tax.....					(1418.41) (661.90)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 26:

ADDITIONAL INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS AND DISCLOSURE UNDER ACCOUNTING STANDARDS (Contd.)

	(₹ in lakhs)				
	Real Estate	Trading	Manufacturing	Others	Total
Other information					
Segment Assets	7487.06	235.95	288.80	—	8011.81
	<i>5417.57</i>	<i>276.32</i>	<i>155.79</i>	—	<i>5849.68</i>
Unallocated Corporate Assets					2362.01
					<i>2354.59</i>
Total Assets.....					10373.82
					<i>8204.27</i>
Segment Liabilities.....	4598.90	30.15	84.96	0.42	4714.43
	<i>476.82</i>	<i>38.09</i>	<i>70.49</i>	<i>0.10</i>	<i>585.50</i>
Unallocated Corporate Liabilities					1380.78
					<i>1341.04</i>
Total Liabilities.....					6095.21
					<i>1926.54</i>
Capital Expenditure	697.22	—	66.14	—	763.36
	<i>17.06</i>	—	<i>2.13</i>	—	<i>19.19</i>
Depreciation.....	117.76	0.95	5.16	—	123.87
	<i>147.54</i>	<i>1.21</i>	<i>10.88</i>	—	<i>159.63</i>

Notes:

- The Group does not have any reportable secondary segments.
- Figures shown in *italics* are for previous year

(d) Related Party Disclosure:

- (i) Related parties with whom transactions have taken place:

Name of the related party	Relationship
Shanudeep Private Limited	Enterprises over which key management personnel and their relatives are able to exercise significant influence
Mr. Pradeep R. Mafatlal	Key Management Personnel
Mrs. Divya P. Mafatlal	Key Management Personnel
Mr. D.H. Parekh	Key Management Personnel

- (ii) Details of Transactions with related parties:

(₹ in lakhs)			
Nature of Transactions	Enterprise over which key management personnel and their relatives are able to exercise significant influence	Key Management personnel	Total
Leave and Licence fees			
Shanudeep Private Limited.....			
	109.45	—	109.45
	<i>(107.74)</i>	<i>(—)</i>	<i>(107.74)</i>
Corporate Office Service and Facilities			
Shanudeep Private Limited.....			
	148.94	—	148.94
	<i>(155.01)</i>	<i>(—)</i>	<i>(155.01)</i>
Recovery of Common Expenses			
Shanudeep Private Ltd.....			
	15.86	—	15.86
	<i>(32.94)</i>	<i>(—)</i>	<i>(32.94)</i>

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 26:

ADDITIONAL INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS AND DISCLOSURE UNDER ACCOUNTING STANDARDS (Contd.)

(₹ in lakhs)

Nature of Transactions	Enterprise over which key management personnel and their relatives are able to exercise significant influence	Key Management personnel	Total
Managerial Remuneration: (Including perquisites)			
Mr. D. H. Parekh	—	42.62	42.62
	(—)	(37.40)	(37.40)
Directors Sitting Fees:			
Mr. Pradeep R. Mafatlal	—	1.80	1.80
	(—)	(1.60)	(1.60)
Mrs. Divya P. Mafatlal	—	0.60	0.60
	(—)	(0.80)	(0.80)

Notes:

- Figures shown in bracket pertains to previous year.
- There are no provisions for doubtful debts or written back during the year for debts due from or due to related parties.

Particulars	Year ended March 31, 2016 ₹ in lakhs	Year ended March 31, 2015 ₹ in lakhs
(e) Assets taken on operating lease: (Leave and License)		
Amount of lease rentals (excluding Service Tax) in respect of cancellable operating leases recognised in the Statement of Profit and Loss is ₹ 97.20 lakhs (Previous year ₹ 97.20 lakhs)		
(f) Earnings per share is calculated as follows:		
(Loss) for the year available for equity shareholders (₹ in lakhs)	(1418.41)	(661.90)
Weighted average number of equity shares-Basic and Diluted (Nos.)	64,328,941	64,328,941
Earnings per share (₹) - Basic and Diluted	(2.20)	(1.03)
Nominal value per share (₹)	5.00	5.00
(g) Components of Deferred Tax Asset/(Liability)		
Particulars	As at March 31, 2016 ₹ in lakhs	As at March 31, 2015 ₹ in lakhs
Deferred Tax Liabilities:		
Difference in tax and book written down value of fixed assets	(179.94)	(183.50)
Total	(179.94)	(183.50)
Deferred Tax Assets:		
Unabsorbed depreciation (to the extent of Deferred Tax Liability on depreciation)	179.94	183.50
Total	179.94	183.50
Deferred Tax (Liability)/Asset	—	—

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 26:

ADDITIONAL INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS AND DISCLOSURE UNDER ACCOUNTING STANDARDS (Contd.)

(h) Employees Retirement Benefits:

- (i) The disclosures as required under the Accounting Standard 15 on “Employee Benefit” regarding the Company’s gratuity plan (funded) are as follows:

Amount recognized in the Balance Sheet:

Particulars	As at March 31, 2016	(₹ in lakhs)
		As at March 31, 2015
Present Value of Funded Obligations.....	(127.03)	(115.44)
Fair Value of Plan Asset	141.04	133.49
Net Asset/(Liability)	14.01	18.05
Amounts in the Balance Sheet		
Liabilities*	(27.62)	(27.62)
Assets.....	—	—
Net (Liability)	(27.62)	(27.62)

*Retained as per management assessment

Expenses to be recognized in Statement of Profit and Loss:

Particulars	Year ended March 31, 2016	(₹ in lakhs)
		Year ended March 31, 2015
Current Service Cost	1.48	1.26
Interest Cost.....	9.12	9.42
Expected Return on Plan Assets	(10.55)	(10.95)
Net Actuarial Loss/(Gain) recognized in year	3.97	3.77
Total included in “Employee Benefit Expense”	4.02	3.50

Reconciliation of Benefit Obligations and Plan Assets for the year:

Change in Defined Benefit Obligation

Opening Defined Benefit Obligation.....	115.44	104.32
Current Service Cost	1.48	1.26
Interest Cost.....	9.14	9.42
Benefit Paid.....	—	—
Actuarial Loss/(Gain)	0.97	0.44
Closing Defined Benefit Obligation.....	127.03	115.44

STANDARD INDUSTRIES LTD.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 26:

ADDITIONAL INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS AND DISCLOSURE UNDER ACCOUNTING STANDARDS

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Change in the Fair Value of Assets		
Opening Fair Value of Plan Assets	133.49	125.86
Expected Return on Plan Assets	10.55	10.95
Contributions.....	—	—
Benefit paid.....	—	—
Actuarial (Loss)/Gain on Plan Assets	(3.00)	(3.32)
Closing Fair Value of Plan Assets	141.04	133.49
The major categories of plan assets as percentage of total plan assets:		
Fund is managed by Standard Industries Limited Employees' Gratuity Fund Composition of the plan assets is as follows:		
In State Government Securities	21.85	21.85
In Public Sector Undertakings Bonds	10.86	10.86
In Fixed Deposit and Balance with Scheduled Banks.....	67.29	67.29

(ii) Assumptions:

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Discount Rate	7.77%	7.90%
Rate of increase in compensation levels of covered employees.....	4.00%	4.00%
Rate of Return on Plan Assets Current	7.77%	7.90%

(iii) Experience Adjustments:

(₹ in lakhs)

Amounts for the current annual period and previous four annual periods	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Defined Benefit Obligation	127.03	115.44	104.32	119.67	86.52
Plan Assets	141.04	133.49	98.25	92.05	86.82
Surplus/(Deficit)	14.01	18.05	(6.07)	(27.62)	0.30
Net Actuarial (Gains)/Losses Recognized in Year.....	3.29	(13.93)	(23.57)	24.26	33.18
Experience adjustments on plan liabilities (Gains)/Losses ...	0.29	(17.25)	(19.30)	24.63	29.06
Experience adjustments on plan assets Losses/(Gains)	3.00	3.32	(4.27)	(0.37)	4.12

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 26:

ADDITIONAL INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS AND DISCLOSURE UNDER ACCOUNTING STANDARDS (Contd.)

- (i) "Other Current Liabilities" (Note 7) includes aggregating to ₹ **14.28 lakhs** (*Previous year ₹ 14.28 lakhs*) relating to the refund of Income-tax received by the Parent Company for various assessment years. However, the Parent Company has preferred appeals against the same which are pending with the Income-tax Authorities. Hence, the appropriate accounting treatment for the aforesaid will be given in the accounts on disposal of the said appeals.
- (j) During the previous year, the Group disposed off its investment in a wholly owned subsidiary viz., 'Stan Plaza Limited' (SPL) to Stanrose Mafatlal Investment and Finance Limited (SMIFL) vide Agreement dated March 13, 2015 for a consideration of ₹ 10 lakhs, resulting in a gain of ₹ 130.23 lakhs in the consolidated financial statements, being difference between the consideration received and carrying cost of net assets in the subsidiary on the date of sale.
- (k) Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013.

Name of the entity in the	Net assets, i.e., total assets minus total liabilities				Share of profit or loss			
	As % of consolidated net assets		Amount (₹ in lakhs)		As % of consolidated profit or (loss)		Amount (₹ in Lakhs)	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
Holding Company								
Standard Industries Limited	96%	98%	4661.66	6639.25	-80%	-61%	(1140.41)	(400.13)
Subsidiaries (Indian)								
Standard Salt Works Limited	4%	2%	195.51	165.89	-20%	-40%	(277.57)	(265.66)
Mafatlal Enterprises Limited	0%	0%	2.15	2.53	0%	0%	(0.43)	(0.36)
Stan Plaza Limited (upto March 13, 2015)	—	0%	—	4.23	—	1%	—	3.50

- (l) The figures of the previous year have been regrouped wherever necessary to correspond with those of current year.

SIGNATURES TO NOTES 1 TO 26

In terms of our report attached

For and on behalf of Board of Directors

For Deloitte Haskins & Sells LLP
Chartered Accountants

TANAZ B. PANTHAKI
Vice President (Legal)
& Company Secretary

P. R. MAFATLAL
Chairman

A. SIDDHARTH
Partner

JAYANTKUMAR R. SHAH
Chief Financial Officer

D. H. PAREKH
Executive Director

Mumbai, Dated: April 27, 2016

Mumbai, Dated: April 27, 2016

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STANDARD INDUSTRIES LTD.

Registered Office:

Plot No. 4, TTC Industrial Area, Thane Belapur Road, P.O. Millenium Business Park, Navi Mumbai 400 710.

Tel: 65162883/65162890 • Fax: 27780175 • E mail : standardgrievances@rediffmail.com

CIN : L17110MH1892PLC000089 • WEBSITE: www.standardindustries.co

Date: 27th April, 2016

Dear Shareholder(s),

Sub: Payment of Dividend through National Electronic Clearing Service (NECS)

As per directive from Securities and Exchange Board of India (SEBI), the Company has been using the National Electronic Clearing Service (NECS) of the Reserve Bank of India (RBI), at designated locations, for payment of dividend to shareholders holding shares in dematerialized form. This service was extended by the Company also to shareholders holding shares in physical form, who chose to avail of the same. In this system, the investor's bank account is directly credited with the dividend amount.

Accordingly, if your bank account number has undergone a change pursuant to implementation of Core Banking Solutions, then:

(a) For shareholders holding shares in Dematerialized Form

Please inform details of your new bank account number to your Depository Participant (DP) and ensure that the same is duly updated in their records;

(b) For shareholders holding shares in Physical Form

If you have already opted from the company the NECS Mandate Facility (i.e. direct credit of dividend amount to your designated bank account) or the Bank Mandate Facility (i.e. where the details of your designated bank account are printed on the dividend warrant), please inform details of your new bank account number to the Company's Registrar & Share Transfer Agent, M/s. Karvy Computershare Pvt. Ltd., in the format mentioned overleaf.

If you have not yet opted for the NECS Mandate Facility, we urge you to avail of the same as this not only protects a shareholder against fraudulent interception and encashment of dividend warrants but also eliminates dependence on the postal system, loss/damage of dividend warrants in transit and correspondence relating to revalidation/issue of duplicate dividend warrants.

Kindly ensure that the above instructions are under your signature (which should be as per specimen registered with the DP/Registrar & Share Transfer Agent) and are communicated on or before 10th June, 2016 to facilitate receipt of dividend.

Please note that if your new Core Bank Account number is not informed as aforesaid, payment of your dividend to your old bank account number may either be rejected or returned.

Assuring you of our best services at all times.

Yours faithfully,

For Standard Industries Ltd.

TANAZ B. PANTHAKI

Vice President (Legal) & Company Secretary

P.T.O.

FORM

To,
M/s. Karvy Computershare Pvt. Ltd.
Karvy Selenium Tower B,
Plot No. 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad,
Telangana – 500 032.

FORM FOR NECS MANDATE/BANK MANDATE

(Not required to be filled by Shareholders holding shares in dematerialised form)

I/We _____
do hereby authorize Standard Industries Limited to:

* Credit my dividend amount directly to my Bank Account as furnished below, by National Electronic Clearing Service (NECS) – NECS Mandate.

OR

* Print the details of my Bank Account as furnished below, on my dividend warrant which will be mailed to me – Bank Mandate.

(* Please strike out whichever is not applicable – Default option is NECS Mandate)

Folio No. _____

A.	Bank Name	
B.	Branch	
C.	Bank Address	
D.	Account Type (Savings/Current)	
E.	Account Number (Please mention the new Core Banking Account number that you have received from your Bank)	
F.	9 Digit Code number of the bank & branch as appearing on the MICR cheque (for NECS Mandate only) Please attach photocopy of the cheque/cancelled cheque	
G.	Telephone number (with STD Code) of shareholder	
H.	Email ID of Shareholder	

I/We hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all because of incomplete or incorrect information, I/We would not hold the Company/ the user Institution/ Bank responsible.

I/We undertake to inform any subsequent changes in the above particulars before the relevant Book Closure Date(s). I/We understand and agree that the above details shall be maintained by you till I/We hold the shares in physical mode under the captioned folio(s).

Signature of the Shareholder(s)
(As per specimen lodged with the Company)

Note :

1. Kindly note that NECS facility is currently available all over India.
2. For any clarifications, you may contact the Company's Share Transfer Agents, M/S. KARVY COMPUTERSHARE PVT. LTD., Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032. Tel. no.: +91 40 6716 2222, Fax no.: +91 40 2342 0814. E-mail: einward.ris@karvy.com

STANDARD INDUSTRIES LTD.

Registered Office:

Plot No. 4, TTC Industrial Area, Thane Belapur Road, P.O. Millenium Business Park, Navi Mumbai 400 710.

Tel: 65162883/65162890 • Fax: 27780175 • E mail : standardgrievances@rediffmail.com

CIN : L17110MH1892PLC000089 • WEBSITE: www.standardindustries.co

GREEN INITIATIVE FORM

To,

M/s. Karvy Computershare Pvt. Ltd.
Karvy Selenium Tower B,
Plot No. 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad,
Telangana – 500 032.

GREEN INITIATIVE FORM TO BE FILLED IN FOR SHARES HELD IN PHYSICAL MODE

Name: E-mail id:

Address:

Folio No. No. of Equity Shares held

Signature of Shareholder

Note: The Green Initiative Form may, in the alternative be sent at the following address:
M/s. Karvy Computershare Pvt. Ltd., 24-B, Raja Bahadur Mansion, Ground Floor,
Ambalal Doshi Marg, Behind BSE, Fort, Mumbai – 400 023.

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

STANDARD INDUSTRIES LTD.

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119th ANNUAL GENERAL MEETING

<p>Name of the Member(s) :</p> <p>Registered address :</p> <p>Email ID :</p> <p>Folio No. / DP ID / Client ID No. :</p>
--

I/We, being the member(s) of Standard Industries Limited, holding, shares of the above named company, hereby appoint

Name:..... E-mail Id:.....

Address:

..... Signature:

or failing him/her

Name:..... E-mail Id:.....

Address:

..... Signature:

or failing him/her

Name:..... E-mail Id:.....

Address:

..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 119th Annual General Meeting of the Company, to be held on Monday, 27th June, 2016 at 3.00 P.M. at The Park Navi Mumbai, Plot No. 1, Sector 10, CBD Belapur, Navi Mumbai - 400 614 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution
ORDINARY BUSINESS	
1	Adoption of Financial Statements for the year ended 31st March, 2016.
2	Declaration of dividend
3	Re-appointment of Shri K. J. Pardiwalla, who retires by rotation.
4	Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the auditors of the Company.
SPECIAL BUSINESS	
5.	Approval of material related party transactions with Shanudeep Private Limited.
6.	Approval u/s 180 of the Companies Act, 2013 for borrowing upto ₹ 300 crores & for creating charges, mortgages and hypothecations in connection with the borrowings upto ₹ 300 crores.

Signed thisday of..... 2016.

Affix
Revenue
Stamp

Signature of the member

Signature of the proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 119th Annual General Meeting.
3. A proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than 10% of the total Share Capital of the Company. Members holding more than 10% of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

ATTENDANCE SLIP

STANDARD INDUSTRIES LTD.

Registered Office:

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119th ANNUAL GENERAL MEETING

Folio No. :

DP ID / Client ID No. :

No. of shares held :

I certify that I am a member / proxy of the Company.

I hereby record my presence at the 119th Annual General Meeting of the Company, to be held on Monday, 27th June, 2016 at 3.00 P.M. at The Park Navi Mumbai, Plot No. 1, Sector 10, CBD Belapur, Navi Mumbai - 400 614.

Member's / Proxy's Signature

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password / PIN

Note: Please read the complete instructions given under the Note (d) (Voting through electronic means) to the Notice of Annual General Meeting. The remote e-voting time starts from 9.00 a.m. on 23rd June, 2016 and ends at 5.00 p.m. on 26th June, 2016. The remote e-voting module shall be disabled by Karvy Computershare Private Limited at 5.00 p.m. upon the expiry of the aforesaid period.